



REQUEST FOR QUALIFICATIONS (RFQ) L-00120

FOR

DISCLOSURE COUNSEL SERVICES

RFQ Issue Date: 01/31/2020

RFQ Response Due Date: 03/06/2020

RESPONSIBLE DEPARTMENT

Amy Lettelleir, Esq.
General Counsel

PROCUREMENT DEPARTMENT

Man Le, PMP
Procurement Manager
1104 East Twiggs Street, Suite 300
Tampa, Florida 33602
Telephone Number: (813) 272-6740 ext. 135
Email: Man.Le@tampa-xway.com

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I. INTRODUCTION

The Tampa Hillsborough Expressway Authority (the "Authority") is soliciting proposals from qualified law firms to perform all services and duties customarily and usually performed by disclosure counsel.

II. SCOPE OF SERVICES

Services to be performed by disclosure counsel may include, but are not limited to, the following services relative to primary debt offerings:

1. Serve as a member of the Authority's finance team
2. Assist the finance team in determining the information and specific language to be included in the Official Statement for bond and/or note issuances
3. Make inquiries to assure that all material facts are fully disclosed to potential investors and that there have been no material omissions or misstatements of fact regarding a financing
4. Advise the financing team as to continuing disclosure requirements relative to issuance of all debt instruments
5. Prepare, with the assistance of financing team members, the Preliminary Official Statement and Official Statement and any amendments thereto in connection with Authority financings
6. Render appropriate opinions as to the adequacy and completeness of information included in the offering documents relating to Authority financings

The Authority separately selects other financing team members, including Bond Counsel and Issuer Counsel. The Authority may adjust the responsibilities and assignments of the financing team members in order to best utilize, in the Authority's judgment, the expertise of its various financing team members.

III. INSTRUCTIONS TO FIRMS

1. The Authority must receive all submittals at the locations stated in the TIMETABLE, **no later than 2:00 PM Eastern on March 06, 2020**. Any submittal received after the stated time and date shall not be considered. It shall be the sole responsibility of the firm to have its package delivered to the Authority by U.S. Mail, hand delivery, or any other method available to them; however, facsimile or electronic submittals will not be accepted. Delay in delivery shall not be the responsibility of the Authority. Submittals received after the deadline shall not be considered, and may be returned only at the firm's expense.
2. Each firm shall examine all documents and shall determine all matters relating to the interpretation of such documents.
3. Type size shall not be less than 10 point font. The proposal shall be indexed and all pages sequentially numbered. All pages and appendices must be firmly bound or stapled. The

Proposals shall be limited to twenty (20) single sided, 8 ½” by 11” pages, exclusive of the following:

- Transmittal Letter
 - Front and back cover and divider sections
 - Key Staff Resumes
 - Appendices
4. One (1) original, four (4) signed copies and one (1) electronic CD/USB copy of the submittal must be delivered to the Authority’s Procurement Manager in one package, clearly marked on the outside, "Request for Qualifications L-00120 for Disclosure Counsel Services for the Tampa Hillsborough Expressway Authority," with opening time and date, and sent or delivered to:
- Man Le ~ Procurement Manager
1104 East Twiggs Street, Suite 300
Tampa, FL 33602
5. The RFQ response shall clearly indicate the legal name, federal taxpayer identification number, address, and telephone number of the firm. The person signing the RFQ on behalf of the firm shall have the authority to bind the firm to the submitted proposal.
6. The Authority shall not be liable for any expenses incurred in the preparation or presentation of the proposals.
7. The Authority reserves the right to accept or reject any or all proposals, to waive irregularities and technicalities, and to request resubmission or to re-advertise for all or any part of the services. The Authority shall be the sole judge of the submittals and the resulting negotiated agreement that is in the Authority's best interest, and the Authority's decision shall be final.
8. Joint proposals will not be accepted.
9. The successful firm(s) shall be required to execute an agreement, in form and content acceptable to the Authority, indemnifying and holding harmless the Authority, its officials, officers, employees, and agents from all claims.
10. **Firms, their agents, or associates shall refrain from contacting or soliciting any Authority staff or members of the Board directly or indirectly regarding this RFQ during the selection process. Failure to comply with this provision may result in the disqualification of the Firm. All requests for clarification or additional information should be made in writing via email by February 14, 2020 to: Man.Le@tampa-xway.com**

IV. QUALIFICATIONS:

A. This RFQ shall include, but not be limited to, responses to the following requirements:

1. Transmittal Letter, summarizing the key points in the RFQ which is signed by an officer of the firm who is responsible for committing the firm's resources. The letter should include the following (Two (2) page limit):
 - a. Name of the firm submitting the proposal & contact information
 - b. Name and title of the individual with responsibility for this response and to whom matters regarding the RFQ should be directed
 - c. Mailing address
 - d. Telephone, fax number and e-mail address of the firm's primary contact
 - e. Brief narrative of the firm's: (1) qualifications & capabilities to provide Disclosure Counsel Services to the Authority; (2) expertise on legal issues relating to tax-exempt bonds; and (3) expertise on Florida municipal finance law.
2. Describe the experience and expertise of specific individuals within the firm who would perform the services outlined in this RFQ and the name of the responsible service partner for the relationship. Specifically address the experience of such individuals with tax-exempt transportation financing programs.
3. Describe the firm's experience with tax-exempt transportation financing programs, including specifically experience financing transportation projects of regional, state or local expressway authorities, and how this experience qualifies you to provide the legal services for this financing program.
4. Describe the firm's experience in developing and implementing innovative financing techniques or bond programs which might be applicable to this financing program.
5. Describe the firm's experience in matters relating to compliance with the Internal Revenue Code, and related regulations and rulings, regarding tax exempt financing and arbitrage compliance. Include in your discussion any arbitrage related issues or other tax issues. Describe a specific transaction, a tax issue encountered, and any solution developed to address the tax issue which best demonstrates your firm's tax expertise as applied to a local or regional expressway Authority.
6. Describe any particular issues or concerns which the firm has regarding the financing program which is the subject of this RFQ and make recommendations on how to address or resolve any such issues or concerns.

B. Information for Qualifications/Conflicts of Interest/Certification. Respond to the following by paragraph reference only.

1. (a) Provide information on any litigation or administrative proceeding in which the firm was a party in any matter related to the professional activities of the firm involving the issuance of securities by a governmental entity during the five years prior to the date of this RFQ.
 - (b) Provide information on any pending litigation, investigation or proceeding in which a court or regulatory body is addressing any question relating to the professional activities of the firm in relation to the issuance of bonds by a governmental entity.
 - (c) Provide information on any fines paid or settlement agreements entered into in the five years prior to the date of this RFQ with state or federal regulatory bodies regarding the firm's or the firm's clients involving public finance business.
 - (d) Provide information on any claim made to the firm's errors and omissions carrier in the past 5 years involving a governmental client.
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2. (a) Will the selection of the firm result in any current or potential conflict of interest? Should any potential or existing conflict be known by the firm, specify the party with which the conflict exists or might arise, the nature of the conflict and whether the firm would step aside or resign from the engagement creating the conflict.
 - (b) Does your firm have any arrangement with any individual or entity with respect to the sharing of any compensation, fees or profit received from or in relation to acting as bond counsel for the Authority or whose compensation is based in whole or in part on compensation for acting as disclosure counsel for the Authority? If so, provide a copy of any contract relating to the arrangement and describe in detail the nature of the arrangement and the method of computing compensation.
 - (c) Has your firm retained any person or firm for the purpose of seeking to be selected as disclosure counsel pursuant to this RFQ? Will your firm pay or be obligated to pay any firm or an individual who is not a full time employee of your firm if you serve as disclosure counsel for the Authority? If so, identify the individual or firm, provide specific information relating to compensation paid or to be paid, and provide a copy of any written contract relating to such arrangement.
 - (d) Has your firm, or any member or employee of your firm, engaged any person or entity in connection with being hired for tax-exempt local bond issues in Florida? If yes, identify the person or entity engaged, the nature of the representation and the compensation arrangement.

3. The following shall be repeated in your proposal and signed by an individual authorized to bind your firm:

"I agree to abide by all conditions of RFQ L-00120 and certify that all information provided in this proposal is true and correct, that I am authorized to sign this proposal for the respondent and that the respondent is in compliance with all requirements of the RFQ, including but not limited to, certification requirements."

Authorized Signature (Manual)

Name and Title (Typed)

Date

V. SELECTION CRITERIA:

The Authority desires to select Disclosure Counsel that demonstrate the ability to provide the highest quality of service. To accomplish this goal, the Authority's criteria for selection shall include, but not be limited to the following:

	RANKING EVALUATION CRITERIA	Maximum Point Value
1	Firm and its capabilities, expertise on legal issues relating to tax-exempt bonds, and firm expertise on Florida municipal finance laws	25
2	The experience and expertise of specific individuals within the firm who would perform the services outlined in this RFQ and the name of the responsible service partner for the relationship. Specifically address the experience of such individuals with tax-exempt transportation financing programs	20
3	Firm's experience with tax-exempt transportation financing programs, including specifically experience financing transportation projects of regional, state or local expressway authorities, and how this experience qualifies you to provide the legal services for this financing program.	15
4	Firm's experience in developing and implementing innovative financing techniques or bond programs which might be applicable to this financing program.	20
5	Firm's experience in matters relating to compliance with the Internal Revenue Code, and related regulations and rulings, regarding tax exempt financing and arbitrage compliance. Include in your discussion any arbitrage related issues or other tax issues. Describe a specific transaction, a tax issue encountered, and any solution developed to address the tax issue which best demonstrates your firm's tax expertise as applied to a local or regional expressway Authority	10

6	Particular issues or concerns which the firm has regarding the financing program which is the subject of this RFQ and make recommendations on how to address or resolve any such issues or concerns.	10
	TOTAL POINTS	100

An Evaluation Committee will review and evaluate the submittals. Posting of Notice of Intended Final Ranking and Award of Contract will be posted on Demandstar and the Authority's website.

VI. TIMETABLE

EVENT	DATE/TIME
Release of RFQ	January 31, 2020
Deadline for Questions/Request for Clarification	February 14, 2020
Addendum Release (if required)	February 17, 2020
RFQ Due Date/Time (Deadline)	March 06, 2020 by 2 p.m. EST
Evaluation Committee meets to evaluate proposals at: 1104 E Twiggs Street, Suite 300, Tampa, Florida 33602 <i>(Firms are not required to attend, however, this meeting is open to the public)</i>	March 12, 2020 @ 11 a.m.
Posting of Notice of Intended Final Ranking	March 13, 2020
Board Approval of Final Ranking & Award of Contract	March 23, 2020
Posting of Notice of Board Approval & Award of Contract	March 24, 2020

VII. SELECTION AWARD

After the Authority has evaluated the written proposals they may or may not require presentations of the top ranked firms. After the evaluation is completed, the Authority's selection committee will make a recommendation to the Board.

VIII. TERMS AND CONDITIONS

The Authority reserves the right to reject all proposals, any proposal not conforming to this Request for Qualification, and to waive any irregularity or informality with respect to any proposal. The Authority further, reserves the right to request clarification of information submitted and to request additional information from one or more firms.

The Authority requires that the Disclosure Counsel(s) selected will not discriminate under the contract against any person in accordance with federal, state, and local governments' regulations. The Authority requires the Disclosure Counsel(s) selected make an affirmative statement to the effect that their retention shall not result in conflict of interests with respect to the Authority.

The Authority requires that the Disclosure Counsel(s) make an affirmative statement to the effect that they have not contacted, or attempted to contact, any member of the Board, or Authority staff, except as expressly permitted under paragraph 9 of Instructions to Firms above.

IX. STATEMENT ON PUBLIC ENTITY CRIMES

Failure of the respondent to certify the firm as free from any "public entity crime" as defined in the Florida Statutes, Subsection 287.133 shall result in rejection or disqualification of your proposal. (See Exhibit A)

X. DRUG-FREE WORKPLACE

Failure of the respondent to certify the firm as a drug-free workplace in accordance with Florida Statutes, Subsection 287.087 shall result in rejection or disqualification of your proposal. (See Exhibit B)

EXHIBIT A

**SWORN STATEMENT UNDER SECTION 287.133 (3)(a)
FLORIDA STATUTES, ON PUBLIC ENTITY CRIMES**

1. This sworn statement is submitted by _____ as
_____ of
_____ whose business address is
_____ and (if applicable) its
Federal Employer Identification Number (FEIN) is _____.

2. I understand that a “public entity crime” as defined in Section 287.133(1)(g), Florida Statutes, means a violation of any state or federal law by a person with respect to and directly related to the transaction of business with any public entity in Florida or with an agency or political subdivision of any other state or with the United States, including, but not limited to, any bid or contract for goods or services to be provided to any public entity or an agency or political subdivision and involving antitrust, fraud, theft, bribery, collusion, racketeering, conspiracy, or material misrepresentation.

3. I understand that “convicted” or “conviction” as defined in Paragraph 287.133(1)(b), Florida Statutes, means a finding of guilt or a conviction of a public entity crime, with or without an adjudication of guilt, in any federal or state trial court of record relating to charges brought by indictment or information after July 1, 1989, as a result of a jury verdict, nonjury trial, or entry of a plea of guilty or nolo contendere.

4. I understand that “affiliate” as defined in Paragraph 287.133(1)(a), Florida Statutes, means:
 - A. A predecessor or successor of a person convicted of a public entity crime; or

 - B. An entity under the control of any natural person who is active in the management of the entity and who has been convicted of a public entity crime. The term "affiliate" includes those officers, directors, executives, partners, shareholders, employees, members, and agents who are active in the management of an affiliate. The ownership by one person of shares constituting a controlling interest in another person, or a pooling of equipment or income among persons when not for fair market value under an arm’s length agreement, shall be a prima facie case that one person controls another person. A person who knowingly enters into a joint venture with a person who has been convicted of a public entity crime in Florida during the preceding 36 months shall be considered an affiliate.

5. I understand that a “person” as defined in Paragraph 287.133(1)(e), Florida Statutes, means any natural person or entity organized under the laws of any state or of the United States with the legal power to enter into a binding contract and which bids or applies to bid on contracts for the provision of goods or services let by a public entity, or which otherwise transacts or applies to transact business with a public entity. The term "person" includes those officers, directors, executives, partners, shareholders, employees, members, and agents who are active in management of an entity.

6. Neither the entity submitting this sworn statement, nor any officers, directors, executives, partners, shareholders, employees, members or agents who are active in the management of _____, the entity, nor any affiliate of the entity have been convicted of a public entity crime subsequent to July 1, 1989.

By

Date

STATE OF
COUNTY OF

The foregoing instrument was acknowledged before me this _____ day of _____, 20____, by _____ who is personally known to me or who produced a _____ as identification and who did take an oath.

Notary Public

My commission expires:

EXHIBIT B

DRUG-FREE WORKPLACE FORM

The undersigned vendor, in accordance with Florida Status 287.087 hereby certifies that _____ does:

Name of Business

1. Publish a statement of notifying employees that the unlawful manufacture, distribution, dispensing, possession, or use of a controlled substance is prohibited in the workplace and specifying the actions that will be taken against employees for violations of such prohibition.
2. Inform employees about the dangers of drug abuse in the workplace, the business’s policy of maintaining a drug-free workplace, any available drug counseling, rehabilitation, and employee assistance programs, and the penalties that may be imposed upon employees for drug abuse violations.
3. Give each employee engaged in providing the commodities or contractual services that are under bid a copy of the statement specified in Paragraph 1.
4. In the statement specified in paragraph 1, notify the employees that, as a condition of working on the commodities or contractual services that are under bid, the employees will abide by the terms of a statement and will notify the employer of any conviction of, or plea of guilty or nolo contendere to, any violation of Florida Statute 893 or of any controlled substance law of the United States or any state, for a violation occurring in the workplace no later than five (5) days after such conviction.
5. Impose a sanction of, or require the satisfactory participation in a drug abuse assistance or rehabilitation program is such is available in the employee’s community, by any employee who is convicted.
6. Make a good faith effort to continue to maintain a drug-free workplace through implementation of paragraphs 1 thru 5.

As the person authorized to sign this statement, I certify that this firm complies with the above requirements.

Firm’s Signature

Date