



## **CITY OF UHLAND**

15 North Old Spanish Trail

Umland, TX 78640

512-398-7399

[city@uhlandtx.us](mailto:city@uhlandtx.us)

### **Request for Qualifications: Bond Counsel Services – Public Improvement Bonds**

RFQ ISSUE DATE: March 3, 2021

RESPONSE DUE: April 1, 2021, 5:00 pm (CT)

**LEGAL NOTICE**

**AND**

**REQUEST FOR QUALIFICATIONS AND DESCRIPTION OF APPROACH TO SERVICES**

**The City of Umland will accept sealed Request for Statement of Interest and Qualifications for Bond Counsel until 5:00pm (CT)., April 1, 2021. Qualification statements received after this time will not be considered.**

**Responses will be accepted by mail, in person delivery, or email. Please mark on the outside of the envelope and on any carrier's envelope or email message: "Request for Statement of Interest and Qualifications for Bond Counsel", and send to the attention of Karen Gallaher.**

**The City of Umland will not be responsible in the event that the U.S. Postal Service or any other courier or electronic system fails to deliver the sealed qualification statement to the City of Umland by the given deadline above. Facsimile of Qualification Statements will not be acceptable.**

**The City of Umland reserves the right to reject any or all responses and to waive irregularities contained therein and to accept any response deemed most advantageous to the City of Umland.**

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**CERTIFICATION REGARDING DEBARMENT, SUSPENSION, AND OTHER RESPONSIBILITY MATTERS** (Complete and Return this form with Response)

Name of Entity: \_\_\_\_\_

The prospective participant certifies to the best of their knowledge and belief that they and their principals:

1. Are not presently debarred, suspended, proposed for debarment, and declared ineligible or voluntarily excluded from covered transactions by any Federal or State of Texas department or agency;
2. Have not within a three year period preceding this RFQ been convicted of, had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State, or local) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
3. Are not presently indicted for or otherwise criminally or civilly charged by a government entity (Federal, State, Local) with commission of any of the offenses enumerated in this paragraph of the certification; and
4. Have not within a three year period preceding this RFQ had one or more public transactions (Federal, State, Local) terminated for cause or default.

I understand that a false statement on this certification may be grounds for rejection of this RFQ or termination of the award.

\_\_\_\_\_  
Name and Title of Authorized Representative (Typed)

\_\_\_\_\_  
Signature of Authorized Representative

\_\_\_\_\_  
Date

I am unable to certify to the above statements. My explanation is attached.

## 1.0 DESCRIPTION OF SERVICES

The City of Uhland ("Uhland") is seeking proposals in response to this Request for Qualifications and Description of Approach to Services ("RFQ") from law firms interested in providing bond counsel services to Uhland for the potential issuance of special assessment revenue bonds to complete contemplated PID financing(s). Services to be provided to Uhland may include the following:

- 1.1 Serve as Uhland's bond counsel in connection with the issuance of PID special assessment debt, including compliance with all laws and regulations related to debt;
- 1.2 Advise Uhland regarding the formation, issuance, and re-issuance of PID special assessment debt;
- 1.3 Draft and examine notices, resolutions, ordinances, indentures, certificates, and all other supporting legal documents relating and necessary to the authorization, issuance, sale, and delivery of debt obligations;
- 1.4 Provide legal advice relating to federal and state tax matters associated with the financing structure;
- 1.5 Participate as a member of and in meetings with the financing team which will also include Uhland's PID financial advisor, PID underwriter(s), development counsel, and staff;
- 1.6 Assist in negotiations with bond insurers, if needed;
- 1.7 Assist in making presentations to rating agencies, if needed;
- 1.8 Assist in the review of continuing disclosure documents, annual, material event, and otherwise;
- 1.9 Provide regular reports to the Uhland team;
- 1.10 Assist with post-issuance compliance with federal tax laws, federal securities laws relating to primary and secondary disclosures to the bond market, and compliance with ongoing bond covenants;
- 1.11 Provide general advice relating to the administration, formation and issuance of special assessment PID bonds;
- 1.12 Advise Uhland on compliance with all applicable laws and regulations in connection with PIDs;
- 1.13 Render an opinion that the PID bonds are binding special obligations of Uhland and are validly issued under Texas law;
- 1.14 Render additional opinions as required for debt issuance;
- 1.15 Produce and provide multiple copies of all bond transcripts, as requested, for Attorney General approval and Uhland's use;
- 1.16 Provide legal advice concerning restrictions on the expenditures of the bond funds;
- 1.17 Keep Uhland abreast of state and federal law and federal tax developments which might be applicable to Uhland's special assessment PID financing program or tax exempt status of Uhland's proposed bonds. This may include assistance in the development of alternative financing programs for potential capital projects, working with citizen committees, evaluating state and federal legislation for Uhland, and other tasks as required;
- 1.18 Request and obtain approval of bond issues from the Public Finance Division of the Office of the Attorney General;
- 1.19 Review the bond proofs and supervise the execution and delivery of the bonds or other debt instruments;
- 1.20 Assist in the preparation of a No-Arbitrage certificate for Uhland in connection with its PID debt issuances and any other required Internal Revenue Service filings;

- 1.21 Attend meetings and consult with PID boards, Uhland City Council and Uhland staff about the authorization, issuance, sale and delivery of bonds, and other obligations of Uhland;
- 1.22 Prepare an approving market opinion as to the validity of debt obligations under Texas law based upon a transcript of certified proceedings thereof, and of the tax exempt status of the interest on such obligations under federal income tax law existing at the time of the rendition of such opinion, as applicable; and
- 1.23 All other matters necessary or incidental to the issuance of debt.

With the advice of Uhland legal counsel, Uhland will select the bond counsel firm(s) which, in its sole judgment, provides a combination of relevant experience and expertise and the highest degree of confidence or assurance that PID transactions close on favorable overall terms for Uhland. The firm selected will work with representatives of Uhland, counsel to Uhland, Uhland’s PID Financial Advisor and PID Underwriter(s) to assist in the structuring and diligence for contemplated PID financings and to ensure that the contemplated financings are completed on time and in a judicious manner that minimizes risk to Uhland, and that securities are well received by the market and the transaction is compliant with all state and federal public finance and tax laws.

Uhland expressly reserves the right to reject any or all proposals and to waive irregularities in any proposal based on Uhland’s sole determination as to each proposal’s satisfaction of this RFQ’s requirements.

A tentative calendar for the selection of PID bond counsel is as follows:

_____	, 2021	Distribute Bond Counsel RFQ
_____	, 2021	Bond Counsel RFQ responses due no later than _____ PM (CT)
_____	, 2021	Council to act on selection of bond counsel

This schedule is preliminary and may be changed as necessary based upon the sole discretion of Uhland.

**2.0 SUBMISSION REQUIREMENTS (are hard copies preferred?)**

Copies of the proposal should be delivered by mail or courier or emailed and are due by \_\_\_\_\_ PM (CT) on \_\_\_\_\_, \_\_\_\_\_ 2021. Email and delivery/ mailing address are provided below.

It is the sole responsibility of the Proposer to ensure that its proposal is received by Uhland prior to the time specified. Any proposal received after the stated time and date may not be considered.

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**3.0 SUPPLEMENTAL INFORMATION**

ADDITIONAL INFORMATION AND ADDENDUM:

If it becomes necessary to revise or amend any part of this Request for Qualifications, notice of the revision will be given to all prospective Proposers. No verbal or written information that is obtained other than by information in or addendum to this RFQ shall be binding on Uhland.

Any questions concerning this Request for Qualifications should be directed in writing to Karen Gallaher, [city@uhlandtx.us](mailto:city@uhlandtx.us).

#### 4.0 PROPOSAL REQUIREMENTS

Firms are asked to submit the following information. Firms are requested to adhere to a total 10page limit (minimum 10-point font). Requested team member resumes, deal lists, and case studies may be included as appendices and will not count against the page limit.

1. Executive Summary/Cover Letter (two-page limit; included in total 10-page limit). Each response should include a cover letter signed by an officer of the firm, indicating that the response is valid for at least 90 days and that the officer is legally authorized to contractually bind the firm. The cover letter should also summarize the key points of the firm's response.
2. Overview of your firm and Special Assessment Legal Team. Provide a brief overview of your firm and the names and backgrounds of the individuals who will be assigned to this project on a full-time basis. If your firm has more than one office, identify the office from which each designated individual will be operating. Describe the professional backgrounds of these individuals, particularly their experience with recent Assessment financings. Clearly indicate each individual's responsibilities during the financing and highlight the day-to-day contact person as well as the individual who will attend official meetings of Uhland, if requested.
3. Economic Development/Land Secured Bond Counsel Experience. Discuss your firm's legal experience working on PID transactions for municipalities, and highlight experience with municipalities of similar size to Uhland. Provide a list of non-rated special assessment revenue financings for which your firm served as bond counsel within the past five years. Provide subtotals (including both taxable and tax-exempt transactions) for your experience with such debt issued in Texas. Please also include three case studies (attach as appendices; not counted in page limit) describing relevant, comparable experience, with a particular focus on examples of similar type including complete details regarding the bond security and structure and key themes of the legal review and documentation process.
4. Approach to working with first time special assessment revenue debt issuers, and approach to working with financing team members (staff from Uhland and/or Uhland consultants, the Developer, Developer's Consultants, Underwriter(s), etc.) Please discuss your general approach to working with a first time PID issuer. What strategy will be employed to help promote Uhland interests while interacting with multiple stakeholders that may have competing priorities.
5. Discussion of Structuring Issues and Overview of the Authorization and Documentation Process. Provide a general discussion of the recommended approach to structuring PID bonds and key financing and legal considerations within the context of state PID laws. Based on your experience, define which "deal points" warrant the most attention and in which documents/agreements language around those points is negotiated. Please discuss any risks that Uhland should be aware of in implementing the recommended approach. Please discuss from a bond counsel perspective the key steps in the PID bond authorization and issuance process, providing an overview of key legal documents and processes, including key milestones and parties involved. Finally, please describe your experience working with the Texas Attorney General on PID bonds.
6. Approach to due diligence, with a particular focus on the approach and risks to Uhland related to the issuance of PID bonds. Please discuss your approach to due diligence as part of the legal review and documentation of the transaction and in the evaluation of proposed developers and projects. As this will be a new credit for Uhland, please also discuss your firm's view of the general credit considerations and risks for bonds. It is expected that Special Assessment Revenue Bonds issued by Uhland will initially be non-rated.
7. Investigations. Please identify and discuss the nature and status of any investigation or official inquiry by the Securities and Exchange Commission, the Municipal Securities Rulemaking Board, or other securities regulatory body concerning your firm or the professionals who may serve Uhland that is currently underway or has been completed since 2014.

8. References. Please provide three (3) local government special assessment financing references, including name of entity, name of contact person, title, telephone number, type of project, and the date(s) of service.
9. Commitment to Public Finance. Please provide a statement addressing your firm's commitment to its public finance practice. Please provide the number of professionals in the public finance department and to what degree that number has changed in the past 12 months as well as their tenure in the public finance practice at the firm. Please also discuss the in-house capabilities of tax counsel personnel and continuing disclosure personnel.
10. Fee Proposal. Please provide general thoughts on fees for PID financing and describe your firm's pricing methodology.
11. Conflicts of Interest. Discuss any relationships that could present a conflict of interest if your firm is selected.
12. Other Qualifying Information. Discuss any other information that you feel makes your firm uniquely qualified to serve as bond counsel to Umland for the issuance of PID Bonds.

#### **5.0 METHODOLOGY FOR ANALYZING PROPOSALS**

Umland intends to evaluate proposals and make award(s) based on the proposal deemed to be the most advantageous to Umland. Criteria for the selection will include but will not be limited to the experience of the proposers with similar financings and experience of the assigned professionals with comparable financings.

#### CONDITIONS AND LIMITATIONS:

1. Umland reserves the right to reject any and all proposals and to request clarification of information from any Proposer.
2. Umland will not accept joint responses to this RFQ.
3. Umland may waive minor irregularities in its discretion.
4. All proposals received in response to this RFQ become the property of Umland.
5. Umland will not reimburse Proposers for any costs associated with the preparation and submittal of any proposal, or for any travel costs that are incurred related to the submittal.

**The City of Umland is subject to the Texas Open Records Act. However, certain types of information may be exempt from disclosure under the Act. Firms submitting information which they deem confidential or proprietary must clearly mark and identify such information page by page. The City of Umland will, to the extent allowed by applicable law, protect such information from disclosure. The final decision as to what information must be disclosed under the Open Records Act lies with the Texas Attorney General.**

**CONFLICT OF INTEREST QUESTIONNAIRE.**

Please complete and submit the Conflict of Interest Questionnaire with the response to this RFQ.

<b>CONFLICT OF INTEREST QUESTIONNAIRE</b> <b>For vendor or other person doing business with local governmental entity</b>		<b>FORM CIQ</b>
<p><b>This questionnaire reflects changes made to the law by H.B. 1491, 80th Leg., Regular Session.</b></p> <p>This questionnaire is being filed in accordance with Chapter 176, Local Government Code by a person who has a business relationship as defined by Section 176.001(1-a) with a local governmental entity and the person meets requirements under Section 176.006(a).</p> <p>By law this questionnaire must be filed with the records administrator of the local governmental entity not later than the 7th business day after the date the person becomes aware of facts that require the statement to be filed. <i>See</i> Section 176.006, Local Government Code.</p> <p>A person commits an offense if the person knowingly violates Section 176.006, Local Government Code. An offense under this section is a Class C misdemeanor.</p>	<p><b>OFFICE USE ONLY</b></p> <p>Date Received</p>	
<p><b>1. Name of person who has a business relationship with local governmental entity.</b></p> 		
<p><b>2. Check this box if you are filing an update to a previously filed questionnaire.</b></p> <p>(The law requires that you file an updated completed questionnaire with the appropriate filing authority not later than the 7<sup>th</sup> business day after the date the originally filed questionnaire becomes incomplete or inaccurate.)</p>		
<p><b>3. Name of local government officer with whom filer has employment or business relationship.</b></p> <p style="text-align: center;">_____</p> <p style="text-align: center;">Name of Officer</p> <p>This section (item 3 including subparts A, B, C &amp; D) must be completed for each officer with whom the filer has an employment or other business relationship as defined by Section 176.001(1-a), Local Government Code. Attach additional pages to this Form CIQ as necessary.</p> <p>A. Is the local government officer named in this section receiving or likely to receive taxable income, other than investment income, from the filer of the questionnaire?                                                Yes                                    No</p> <p>B. Is the filer of the questionnaire receiving or likely to receive taxable income, other than investment income, from or at the direction of the local government officer named in this section AND the taxable income is not received from the local governmental entity?                                                Yes                                    No</p> <p>C. Is the filer of this questionnaire employed by a corporation or other business entity with respect to which the local government officer serves as an officer or director, or holds an ownership of 10 percent or more?                                                Yes                                    No</p> <p>D. Describe each employment or business relationship with the local government officer named in this section.</p>		
<p><b>4.</b></p> <p style="text-align: center;">_____</p> <p style="text-align: center;">Signature of person doing business with the governmental entity</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">Date</p>		



