

# Request for Proposal

## Bond Counsel Professional Services

June 5, 2017

Seal Rock Water District (SRWD), situated on the Oregon Coast in Lincoln County, is soliciting statements of qualifications and fee proposals to provide bond counsel professional services in connection with multiple issues resulting in \$12.7 million dollars. Some of these issues could be 2 to 3 months apart with the only differences being the new amount of issuance. Additionally, the District intends to pursue financing that considers using grants/loans from state and federal agencies which may occur in the same period. As such, it is important to provide a proposal that considers cost benefits for multiple financings, and/or economy of scale for multiple financings within the same period. SRWD will use the responses to this proposal to select bond counsel for issuance of bonds necessary to fund major capital improvements.

On November 8, 2011, the voters of the District approved a \$15 million General Obligation (G.O.) Bond authority to finance major capital improvement projects identified in the 2010 Water System Master Plan and subsequent addendums; to refinance existing indebtedness to take advantage of the lower interest rates. Of this amount \$6.5 million is remaining. SRWD anticipates an issue amount of approximately \$12.7 million and a term of 25-30 years, the proceeds of which will be used to construct a new source water intake, and water treatment facilities (including possible acquisition of land), and for capital renovations to other existing systems and support facilities. The sources of repayment are installments of principal and interest to be paid on assessments of property tax on real property in the District, along with revenue bonds.

It is anticipated that in preparation for the proposed offering, SRWD will require legal analysis regarding priority of lien and other issues that may affect the legality, possible tax-exemption, structure of the bonds, and other related issues, if any. Due to the potential of multiple financings it is important that the District does not inadvertently violate IRS rules or cause any issue that would place the District's tax-exempt status at risk.

It is also anticipated that bond counsel will also provide transaction-related services, including but not limited to, preparing all forms of legal documents including preparation of necessary SRWD Board of Commissioners actions, providing input about the structuring of the bonds, participating in working group meetings, attending board meetings in person or by phone, participating in discussions with the rating agencies (if applicable) and investors to the extent necessary, and providing all of the customary legal opinions required by regulatory agencies, investors, and the issuer, as well as any other services customary to bond counsel for similar bond offerings.

Please provide the following information to assist SRWD in selecting bond counsel:

1. Identify your firm's team members who are expected to have day-to-day responsibility for the SRWD engagement and the proposed financing.
2. Describe your firm's experience in public tax law, federal securities and regulations, and as bond counsel for other municipal agencies, including districts with financings of similar size and type.
3. Provide a list of clients (at least three, but not more than five) served by the firm in the past three years who have issued Bonds of the type available to the District. Provide names, addresses and telephone numbers of at least three whom we may contact, and request a Past Performance Questioner (PPQ).

4. Provide the scope and duration of bond counsel services to these clients and the project financed. Use examples of your approach in identifying financial problems, opportunities, methods of analysis, proposed corrective actions, and implementation. Provide any other information that you feel is important for the selection committee to be aware of with respect to bond financing for the District.
5. Total and itemized professional services cost information; Provide hourly and per bond basis for professional fees. Identify the level (Bond Attorneys, Tax Counsel, Paralegals etc.) of each of the firm's participants in transactions, the scope of each participant's work, the number of hours estimated for each participant and the hourly rate or fee for each participant and the expenses (such as travel, postage, copying, etc.) State your proposed fees and/or charges for the transaction (hourly rate and flat fee).
6. Explain how fees and costs will be determined. State the maximum amount for charges per bond issue up to and including the issuance of the bonds.
7. Please explain how frequent issues within a short time frame may, or may not, impact any fees.
8. Provide a statement of assurance that your firm is not currently in violation of any regulatory agency rules or, if in violation, an explanation as to why such violation does not have a material adverse effect on your ability to perform as Bond Counsel.
9. Discuss any potential conflicts of interest your firm may have regarding this scope of work.

SRWD reserves the right to:

Reject any and all responses, cancel, modify, or re-issue the RFP; negotiate with any, all or none of the respondents; and solicit best and final offers from any, all or none of the respondents. This RFP does not commit SRWD to negotiate a contract, nor does it obligate SRWD to pay for any costs incurred in the preparation and submission of responses or in the anticipation of a contract.

SRWD reserves the right to contract with any of the firms responding to this RFP based on SRWD's judgment in evaluating the firm's proposal, including but not limited to its qualifications, capabilities, and fee quote.

All interested and qualified firms are encouraged to provide a response to the District by email, US Mail, or hand deliver no later than 4:00 p.m. on Thursday July 6, 2017. Please submit by email to [adenlinger@srwd.org](mailto:adenlinger@srwd.org) with a read receipt.

Thank you,

Adam Denlinger, General Manager  
Seal Rock Water District  
PO Box 190  
1037 NW Grebe Street  
Seal Rock | OR | 97376  
Office: 541.563.3529  
[adenlinger@srwd.org](mailto:adenlinger@srwd.org)