



Request for Qualifications

For

Bond Counsel Services

Riverbend Water Resources District

Issue Date: March 1, 2019

Response Deadline: March 21, 2019, 3:00 p.m.

REQUEST FOR QUALIFICATIONS FOR BOND COUNSEL SERVICES

I. INTRODUCTION

A. General Information

1. Riverbend Water Resources District (hereinafter “RIVERBEND”) is located in Bowie, Cass, and Red River Counties and is chartered by the Texas Legislature (2009) as a conservation and reclamation district created under and essential to accomplish the purposes of Section 59, Article XVI, Texas Constitution, as set forth in Title 6, Special District Local Laws Code, Subtitle L, Municipal Water Districts, Chapter 9601, with statutory powers including the authority to acquire any and all storage rights and storage capacity in a reservoir or other water source inside or outside the boundaries of the district, and to acquire the right to take water from that reservoir or source, subject to the rights or permits held by municipalities or other persons. A primary goal of RWRD is to provide a sustainable water supply for water user groups within the region.
2. RIVERBEND is in need of certain legal services as more fully described below (hereinafter “Services”). This Request for Qualifications (hereinafter “RFQ”) is intended to secure one or more qualified and affordable individual(s)/firm(s) to provide potentially all, part or none of such services. This is an RFQ to select service providers to meet the service needs of RIVERBEND. It consists of this transmittal only, and contains the instructions for the preparation of quotes, costs breakdown, minority business enterprise inquiry, and timeframe. Cost breakdowns in any quote shall include an hourly rate for each employee, inclusive of all direct costs, for services to be provided. Any quote should also include the qualifications to be required of each person designated to perform billable services.
3. Respondents are to submit a written quote that presents the Respondent’s qualifications, understanding of work to be performed, and description of fees. The Respondent’s quote should be prepared simply and economically and should provide all the information pertinent to its qualifications that respond to the Scope of Services listed herein.
4. Individual(s)/firm(s) responding to this RFQ should have a knowledgeable background and have experience in providing general legal services, as well as experience in state and federal water law. Interested firms must submit the following materials by **Thursday, March 21, 2019 by 3:00 PM** to be considered:
 - a. One (1) original and nine (9) copies of the proposal;
 - b. One (1) pdf version on a flash drive of the proposal;
 - c. Respondents should send or hand-deliver the completed proposals to the following address:

RIVERBEND WATER RESOURCES DISTRICT
Attention: Elizabeth Fazio Hale,
Executive Director/CEO
228 A Texas Avenue
New Boston, TX 75570

5. The District reserves the right to terminate this process at any time and no guarantee is expressed or implied that obligates the District to contract service(s) for the proposed project(s).
6. The District reserves the right to reject any or all proposals submitted. There is no expressed or implied obligation for the District to reimburse responding individual(s)/firm(s) for any expenses incurred in preparing proposals in response to this request.
7. The District reserves the right to retain all proposals submitted and to use any ideas in a proposal regardless of whether or not that proposal is selected.
8. Inquiries concerning the request for proposals may be made to:
Elizabeth Fazio Hale
lizfazio@rwr.org
9. After evaluation by the selection committee, a recommendation will be made to the Riverbend Board of Directors for approval. Upon approval by the board of directors, negotiations will commence with the selected firm. If a satisfactory contract cannot be negotiated with that firm, Riverbend shall formally end negotiations with that firm and consider the next most favored provider and attempt to negotiate with that firm. Riverbend reserves the right to reject any and/or all proposals and to waive any and/or all technicalities and informalities received in response to this RFQ.
10. **Lobbying of selection committee members, District Board Members, and Staff will not be permitted nor tolerated during the RFQ solicitation period.**

B. Term of Engagement

1. The term of the initial agreement will be for a one-year period beginning on or about **May 1, 2019** and ending on **April 30, 2020**.
2. After the initial agreement period, the contracting period may renew on an annual basis.
3. Either party may terminate this agreement, in whole or in part, with a 10-day written notice.

C. Minority and Women Business Enterprise Participation Requirement

This project will not have a MWBE participation requirement but all MWBEs are highly encouraged to apply.

II. SCOPE OF SERVICES

A. General Scope of Services

The District may select an individual(s)/firm(s) that it determines to be the most qualified to perform the work as defined in the scope of work. **Please be advised**

that an individual(s)/firm(s) determined to be the most qualified to perform the work will be required to submit information pursuant to Chapter 2252 of the Texas Government Code and in compliance with HB 1295 as passed by the 84th Regular Legislative Session. This form should be completed in conjunction with the submission of the proposal to the District.

B. Specific Scope of Work

The successful firm will provide the following services:

1. Render opinions regarding the validity and binding effect of securities and, if the securities are issued on a tax-exempt basis, the excludability of interest on the securities from gross income for federal income tax purposes;
2. Assist in the evaluation of proposals for public and/or private development of water projects. Review proposed public and/or private financing plans. Report on the conformance of the plans with federal and state securities laws. Write or assist with writing and filing legal documents required of a public and/or private water financing. Periodically analyze and report on the financed project being developed in accordance with the plan for development as reflected in the official statement and bond resolutions. Assist RIVERBEND with writing and distributing financing progress reports and amending the official statement and bond resolutions, if necessary;
3. Assist RIVERBEND in seeking from other governmental authorities' necessary approvals, permissions, and exemptions in connection with the authorization, issuance, and delivery of securities. Assist RIVERBEND in reviewing and commenting upon agreements state and local political subdivisions relating to the financing RIVERBEND projects;
4. Provide legal advice on issues related to the marketing of bonds, including negotiated sale and/or sale by competitive bids; methods for enhancing the bond rating; and bond covenants, pledge of revenues, flow of funds, legal coverage requirements, and timing of bond issues;
5. Provide legal advice and assistance on the requirements of various financing structures (alternatives), the principal amount of bonds to be sold, maturity schedules, bases of awarding bids, and type of sales;
6. Conduct research, provide guidance, draft documents, and execute documents as required for the purpose of entering into contractual relationship(s) with RIVERBEND for the purpose of the regional and state wholesale of water;
7. Submit the transcript of legal proceedings pertaining to the authorization and issuance of securities to the Office of the Attorney General for approval and to the Comptroller of Public Accounts for registration and delivery. Maintain copies of all transcripts and documents issued in connection with bond issues and other financial transactions, and following conclusion of the transaction, bind and deliver copies of the complete record to RIVERBEND;

8. Assist RIVERBEND in preparing and assembling data and submitting continuing disclosure reports to any an all required entities.
9. Correspond with, prepare, and submit documents to and appear before bond rating firms. Prepare RIVERBEND staff and consultants and the Board for presentations before bond rating firms. Advise RIVERBEND staff and consultants on correspondence with bond rating firms;
10. Explain the offerings of RIVERBEND to prospective bidders in the tax-exempt and private activity bond markets and solicit participation from various investment bankers;
11. Write or assist in writing and presenting to the Board resolutions related to the issuance of debt, trust agreements, capital investment covenants, and public/private financing agreements;
12. Make prospective legal recommendations on credit enhancement options, legality and feasibility of synthetic products, commercial paper investments (to the degree permitted by law), and bond re-funding and re-financings;
13. Provide legal advice, evaluations, and recommendations on vehicles for management and maximization of interest income on RIVERBEND capital assets, all in conformance with the Texas Public Funds Investment Act;
14. Review and evaluate current, pending, or prospective legislation and report to the RIVERBEND on the possible effects on the RIVERBEND's ability to finance its projects;
15. Perform legal reviews of documents, agreements, covenants, reports, and resolutions prepared by other parties relative to the issuance and securing of debt;
16. Write or assist in writing documents and reports required to be filed with the U.S. Securities and Exchange Commission as necessary;
17. Advise RIVERBEND with respect to other matters relating to the RIVERBEND's compliance with state and federal securities law that may arise;
18. Provide all other services usually necessary and required of a full-service bond counsel, whether specifically outlined in the scope of services or not;
19. Attend state and federal legislative and agency hearings, as necessary;
20. Participate in meetings as requested, including due diligence and presentation to the Riverbend Board of Directors; and/or
21. Work with the District's Executive Director/CEO and general counsel in the performance of any additional scope of work.

C. Services

1. Services may be provided at RIVERBEND offices unless directed otherwise by the Executive Director/CEO;
2. Subcontracting of work under this RFQ/contract is not allowed;
3. There will be no guarantee of a minimum level of services to be acquired by RIVERBEND.

D. Minimum Qualifications

1. License to practice law in the State of Texas;
2. Previous practice in bond law;
3. Experience with various debt instruments including bonds;
4. Experience with credit supports, negotiating interest rates, refunding, and bond insurance;
5. Experience with rating agencies and detailed familiarity with the credit rating process;
6. Knowledge of rating criteria used not only by the major credit rating agencies, but also the typical large institutional purchasers of tax-exempt debt and the insurers of such debt;
7. Experience with the Texas Bond Review Board and Office of the Attorney General in relation to public financings;
8. Experience in negotiating and writing TIFIA agreements and SIB loan agreements;
9. Experience and expertise to address federal tax issues related to debt issuances; and
10. Relevant projects accomplished by the responding firm, including the following:
 - a. Project name.
 - b. Project location.
 - c. A brief description of the project and the work performed.
 - d. Name, address, and telephone number of client contact.

E. Schedule and Deliverables

The District will attempt to adhere to the following schedule. The District reserves the right to change the schedule as needed and will notify firms who register with the District of any significant changes:

Advertise Request for Qualifications (“RFQ”)	March 1, 2019
Deadline for submittal of response to RFQ	March 21, 2019
District notifies selected firm on or about	March 27, 2019
Contract negotiations with selected firm and finalize contract	April 1 – April 30, 2019
Notice to proceed with legal services	May 1, 2019

III. PROPOSAL REQUIREMENTS

The response to this RFQ should be as concise as possible while adhering to the format and information requirements described below.

Please limit your response to a maximum of twelve (12) single sided letter-sized pages with minimum font size 10, not including cover pages. The response to this RFQ will consist of the following sections:

- Section 1 – General Information and Statement of Interest
- Section 2 – Short biography and photograph of individual(s)/firm team members
- Section 3 – Description of Relevant Experience
- Section 4 – Resume and References
- Section 5 – Potential Legal Conflicts
- Section 6 – Signed HB 1295 Disclosure Form
- Section 7 – Schedule of Hourly Billable Rates for Services

A. SECTION 1 - GENERAL INFORMATION

Provide the following information about each individual(s)/firm(s) participating in the services:

1. Name and address of individual(s)/firm(s) (include county);
2. Firm(s) contact name and information;
3. Number of years in business;
4. List of professional licenses and certifications; and
5. Statement of Interest.

B. SECTION 2 – BIOGRAPHY AND PHOTO

Provide the following information about each individual(s)/firm(s) participating in the services:

1. Short biography of each individual; and
2. Photograph of each individual.

C. SECTION 3 – DESCRIPTION OF RELEVANT EXPERIENCE

Provide a description of relevant experience (limit one page per individual).

All Respondents shall include a list of a minimum of three (3) references, for similar services only, who could attest to the Respondent's knowledge, quality of work, timeliness, diligence, and flexibility. Include names, contact persons, and phone numbers of all references;

D. SECTION 4 – RESUME and REFERENCES

Provide the following information about each individual(s)/firm(s) participating in the services:

1. An abbreviated resume for each individual(s) identified and describe the specific qualifications and experience of the individual(s), including professional licenses and certificates; and
2. List of a minimum of three (3) references, for similar services only, who could attest to the Respondent's knowledge, quality of work, timeliness, diligence, and flexibility. Include names, contact persons, and phone numbers of all references.

E. SECTION 5 - CONFLICTS

Provide a description of any conflicts of interest or potential conflicts, as follows:

1. Provide an affirmative statement that the firm is independent of the District as defined by the U.S. General Accounting Office’s Government Auditing Standards (1988); and
2. List any and all engagements within the last three (3) years that are or might otherwise be a conflicts of interest with the District.

F. SECTION 6 – HB 1295 COMPLIANCE

1. Provide a signed form in compliance with HB 1295. Texas House Bill 1295 (effective 1/1/2016) requires individual(s)/firm(s) to complete Form 1295 and disclose all interested parties to the proposed project/contract. The firm must log in to the state website at <https://www.ethics.state.tx.us/tec/1295-Info.htm>, complete the form online, print, sign, notarize and include with the proposal.

G. SECTION 7 – SCHEDULE OF RATES

Provide a schedule of hourly billable rates for type of services, i.e. monthly retainer, rate to attend meetings, rate to attend court, rate for document drafting/review, etc.

IV. EVALUATION CRITERIA

The proposals will be evaluated based on the following criteria:

- Quality of the Response - The degree to which the Respondent has responded to the purpose and scope of specifications, e.g., services to be provided – flexibility of Respondent to meet RIVERBEND needs, conformance in all material respects to this RFQ, etc. 20%
- Capability - Respondent has the capability in all respects to perform fully the contract requirements and the moral and business integrity and reliability that will assure good faith performance as required by these specifications. Also includes Respondent’s capability and skill to provide the products or perform the services stated in these specifications. 40%
- Experience - Respondent’s experience in providing the services as requested in these specifications. 40%

V. CONTRACT

- A. The successful Respondent will be required to enter into a Personal Services Agreement (hereinafter “Agreement”) with RIVERBEND. Any Agreement shall be in accordance with the contract format required by RIVERBEND.
- B. The Agreement is subject to the review and recommendation of the Board Chair, including a price acceptable to both the District and the selected individual(s)/firm(s).
- C. The Agreement will be monitored for acceptable services rendered throughout the contract period.

- D. Cancellation of Agreement – RIVERBEND shall have the right to cancel and terminate any Agreement, in part or in whole, for any reason or for no reason, without penalty, upon 10-day notice to the individual(s)/firm(s). Individual(s)/firm(s) shall not be entitled to lost profits or any further compensation not earned prior to the time of cancellation.

END OF REQUEST FOR QUALIFICATIONS