

RICHMOND METROPOLITAN TRANSPORTATION AUTHORITY
REQUEST FOR QUALIFICATIONS
BOND COUNSEL
#BC-2017

RFQ Issue Date: June 26, 2017

Response Due: July 7, 2017, at 1:00pm, local time
Richmond Metropolitan Transportation Authority
901 East Byrd Street Suite 1120
Richmond, VA 23219
Attn: Paula Watson
Paula.watson@rmtaonline.org

Background; Statement of Needs

The Richmond Metropolitan Transportation Authority (“RMTA”) is requesting statements of qualifications for certain bond counsel services, with the first matter anticipated to consist of review and advice in connection with RMTA’s participation in the upcoming pooled financing bond issuance of the Virginia Resources Authority (“VRA”). In 2011, RMTA issued its Expressway System Revenue Bonds through VRA’s Pooled Bond Financing Program, in connection with an overall debt restructuring of RMTA’s Expressway System revenue debt. One of such bonds, RMTA’s Expressway Revenue and Refunding Bond, Series 2011-A, can be advance refunded, for debt service savings. RMTA is currently working with VRA on the papers for such bond issuance.

RMTA issues its Expressway System debt under the terms of an amended and restated bond resolution adopted in 2011 (“2011 Master Bond Resolution”). The 2011 Master Bond Resolution amended and restated RMTA’s earlier Expressway System bond resolutions, most particularly its 1970 and 1992 resolutions. A copy of the 2011 Master Bond Resolution is attached to this Request For Qualifications.

In early June, VRA advised RMTA of the debt service savings opportunity and the short time frame required for participation in the 2017 Summer Pool. This was only shortly before the deadline for RMTA Board action at its June, 2017 meeting. Accordingly, general counsel (Christian & Barton, LLP) prepared the “Series Resolution” to authorize RMTA participation in the VRA Summer Pool through issuance of the 2017 RMTA Expressway Revenue Refunding Bond. The RMTA Board approved the Series Resolution at its June, 2017 meeting, and a copy of the Series Resolution is attached to this Request For Qualifications.

RMTA is requesting qualifications for providing the necessary bond counsel opinions and related advice and services required for issuance of the 2017 RMTA Expressway Revenue Refunding Bond to VRA in connection with the 2017 Summer Pool. Christian & Barton does not intend to respond to this Request for Qualifications, but is available to provide the necessary bond counsel opinion(s) in the event that RMTA does not select a bond counsel firm for this transaction.

While RMTA’s current need is with respect to the refunding opportunity through the 2017 Summer Pool, RMTA may utilize bond counsel services at its option as set forth elsewhere in this Request for Qualifications. Other than obligations issued under the Expressway Bond Resolution(s), RMTA has no other debt outstanding. Ongoing services that RMTA may require from time to time include consultation with bond counsel regarding such matters as private activity, arbitrage, rebate, post-issuance compliance, the issuance of additional bonds, RMTA’s enabling act, and similar issues related to the incurrence of debt.

ENGAGEMENT

The Authority intends to enter into an engagement for an initial term not to exceed one (1) year, terminable without cause by either party at any time upon thirty (30) days prior written notice, provided, however, that the selected firm may not so terminate if it will result in a substantial inconvenience, burden, delay, or hardship upon the Authority, as reasonably determined by the Authority. The contract may be renewable for four (4) additional one (1) year periods solely at the Authority’s option. Should circumstances warrant, RMTA reserves the right to engage bond counsel for projects and services other than for the 2017 Summer Pool issuance through VRA.

REQUESTED INFORMATION

Firms interested in responding should provide the following:

- A. A detailed description of the services that the bond counsel would provide, broken down in chronological phases. Given the unique timing and nature of this Request for Qualifications, and the ongoing status of the 2017 Summer Pool financing with VRA, please provide a description of how you propose to undertake the services required for delivering the required legal opinions and closing the transaction.
- B. An itemized estimated cost of the services described above. The estimate should note the man hours required and hourly cost for each individual who will work on the project.
- C. Background information and resumes of the individuals who would undertake the services work.
- D. A narrative explain both the firm's and the individuals experience as bond counsel for local, regional and state governments in Virginia, especially with regard to (i) VRA financings, and (ii) local, regional and state transportation funding and debt backed by tolls and similar charges.
- E. In light of RMTA's regional nature, a narrative describing ongoing legal services rendered to or for the City of Richmond, the Counties of Chesterfield or Henrico, VDOT or the Commonwealth Transportation Board, and VRA, as well as highlighting any potential conflicts that you foresee in accepting an engagement as bond counsel to RMTA and the proposed method of resolving any such conflict.
- F. A statement regarding the extent of your professional malpractice coverage.
- G. At least three references along with names and contact information from government agencies in Virginia.

RMTA would prefer receiving a streamlined statement of your firm's qualifications. Letters of interest are acceptable. An elaborate presentation is not necessary.

SUBMITTAL INFORMATION

The written response must be received by the Authority before **1:00 P.M. (local time), July 10, 2017**. Your response package shall be submitted to:

Richmond Metropolitan Transportation Authority
Attn: Paula Watson
901 East Byrd Street, Suite 1120
Richmond, Virginia 23219
Phone: (804) 523-3308

DISCRIMINATION

The Authority does not discriminate against an offeror or proposer because of race, religion, color, sex, national origin, age, disability, or any other basis prohibited by State and Federal law relating to discrimination in employment.

MISCELLANEOUS

A. While this RFQ is a competitive solicitation, it does not constitute a formal Request For Proposals under the Virginia Public Procurement Act.

B. The Authority reserves the right to reject any and all proposals and to waive any irregularities in order to enter into the engagement that is in the best interests of the Authority. The Authority reserves the right to modify, change, amend or withdraw this RFQ. Any such change to this RFQ will be made in writing. The Authority will notify all potential respondents of amendments by issuance of an addendum, and will, if necessary, adjust the due date of the Proposal submission.

C. Each proposer assumes all responsibility for complying with laws, regulations, etc., pertaining to the engagement in formulating and completing the Proposal. Federal, state and local laws, ordinances, rules and regulations that in any manner affect the Proposal apply. Lack of knowledge by proposers shall in no way be cause for relief from responsibility therefor.

D. During the term of the engagement, each proposer shall agree as follows:

i. The proposer will not discriminate against any employee or applicant for employment because of race, religion, color, sex, disability or national origin except where religion, sex, disability or national origin is a bona fide occupational qualification reasonably necessary to the normal operation of the proposer. The proposer agrees to post in a conspicuous place, available to employees and applicants for employment, notices setting forth provisions on this nondiscrimination clause.

ii. The proposer, in all solicitations or advertisements for employees placed by or on behalf of the proposer, will state that such proposer is an equal opportunity employer.

iii. Notices, advertisements and solicitations placed in accordance with federal law, rule or regulation will be deemed sufficient for the purpose of meeting the foregoing requirements. The Proposal will include the provisions of the foregoing paragraphs (i) and (ii) and this paragraph (iii) in every subcontract or purchase order of over \$10,000 so that the provisions will be binding upon each subcontractor or vendor.

iv. The proposer, by signing the proposal, certifies that it does not and will not during the performance of the work knowingly employ an unauthorized alien, as defined in the federal Immigration Reform and Control Act of 1986.

v. The proposer agrees to (a) provide a drug-free workplace for its employees; (b) post in conspicuous places, available to employees and applicants for employment, a statement notifying employees that the unlawful manufacture, sale, distribution, dispensation, possession, or use of a controlled substance or marijuana is prohibited in the proposer's workplace and specifying the actions that will be taken against employees for violations of such prohibition; (c) state in all solicitations or advertisements for employees placed by or on behalf of the proposer that the proposer maintains a drug-free workplace; and (d) include the provisions of the foregoing clauses

in every subcontract or purchase order of over \$10,000, so that the provisions will be binding upon each subcontractor or vendor.

A “drug-free workplace” means a site for the performance of work done in connection with a specific contract awarded to a contractor in accordance with the Virginia Public Procurement Act, the employees of whom are prohibited from engaging in the unlawful manufacture, sale, distribution, dispensation, possession or use of any controlled substance or marijuana during the performance of the contract.

E. All firms are hereby placed on notice that neither the Authority nor its employees, agents or members of its Board of Directors shall be lobbied either individually or collectively regarding this RFQ. Proposers, consultants and their agents are hereby advised that they are not to contact Board of Director members of the Authority or staff members for such purposes as holding meetings of introduction, dinners, etc., if they intend to submit, or have submitted a Proposal. *ANY FIRM CONTACTING INDIVIDUALS MENTIONED HEREIN SHALL BE IN VIOLATION OF THIS WARNING AND SHALL AUTOMATICALLY BE DISQUALIFIED FROM FURTHER CONSIDERATION FOR THIS REQUEST FOR PROPOSALS.*

F. The Authority, in its discretion, will commence the engagement on a date that best accommodates the schedule of the selected firm and the Authority and any transition hereunder.

G. This RFQ and each and all parts, exhibits and appendices thereof shall in all respects be and constitute a part of the agreement to be entered into with the successful proposer.

H. No Proposal shall be withdrawn except with the consent of the CEO of the Authority (or her designee) for a period of ninety (90) days following the receipt date of proposals (subject to earlier acceptance). Proposals may be withdrawn by written notice, facsimile/telefax or telegram received at any time before the deadline for submitting Proposals. Proposals may be withdrawn in person by the respondent or an authorized representative prior to the deadline for submitting them.

I. Unacceptable Proposals -- The Authority, in its discretion, may refuse to consider or evaluate a Proposal for any of the following reasons:

- (i) Evidence of collusion.
- (ii) Unsatisfactory performance record, including but not limited to, failure to faithfully comply with lease or contract terms and obligations, conduct, workmanship, progress, as shown by past or current contracts or agreements with the Authority or any other entity.
- (iii) Uncompleted contracts, whether with the Authority or otherwise, that might hinder or prevent compliance with the requirements of this RFQ and the Agreement.
- (iv) If a proposer has previously defaulted in the performance of, or failed to complete a public contract, or has been convicted of a crime arising from or in connection with the negotiation, execution or performance of a previous public contract.
- (v) Any other apparent inability, financial or otherwise, to fulfill the requirements of the engagement.

The Authority reserves the right not to enter into an engagement with any person, firm or corporation that

does not comply with applicable laws.

J. Ethics in Public Contracting – Pursuant to Virginia Code 18.2-498.4, the proposer hereby certifies that, by submitting a Proposal, such proposal is not the result of, or affected by, any act of collusion with another person engaged in the same line of business or commerce, or any act of fraud punishable under the Virginia Government Frauds Act. By submitting its proposal, proposers certify that they have not conferred on any public employee having official responsibility for this procurement transaction any payment, loan, subscription, advance, deposit of money, services or anything of more than normal value, present or promised unless consideration of substantially equal or greater value was exchanged.

K. Indemnification of Authority – The successful proposer shall defend, indemnify and hold harmless the Authority, its directors, officers, agents, employees and representatives from any and all claims, demands, suits, actions or judgments, including attorney fees, alleged or claimed to have been caused whole or in part by or through the performance by the successful proposer, or by reason of any actions or activities of the successful proposer whether or not such damage is caused by or attributable to a party indemnified hereunder. In any and all claims against the Authority or against any of its Directors, officers, agents or employees by the successful proposer or any employee of the successful proposer, anyone directly or indirectly employed by any of them or anyone whose acts any of them may be liable, the indemnification obligation under this section shall not be restricted by any limitation on the amount or type of damage, compensation or benefits payable by or for the successful proposer under Workers' Compensation Acts, disability acts or other employee benefit acts.

L. Laws and Courts – Any contract resulting from this RFQ shall be governed in all respects by the laws of the Commonwealth of Virginia and any litigation with respect thereto shall be brought in the Circuit Court of the City of Richmond. The successful proposer shall comply with all applicable federal, state and local laws and regulations.

M. Antitrust – By entering into the Agreement, the proposer conveys, sells, assigns, and transfers to the Authority all rights, title and interest in and to all causes of the action it may now have or hereafter acquire under the antitrust laws of the United States and the Commonwealth of Virginia, relating to the particular goods or services purchased or acquired by the Authority under such Contract.

N. Assignment of Contract – The Agreement shall not be assigned by the proposer in whole or in part without the prior written consent of the Authority.

O. Ownership of Material – Ownership of all data, materials and documentation originated and prepared for the Authority pursuant to the RFQ shall belong exclusively to the Authority.

P. Public Information – Disclosure of any information submitted in response to this RFQ is governed by applicable Virginia law, including the provisions of the Virginia Freedom of Information Act ("FOIA"), and the Authority makes no representations as to the avoidance of disclosure if a proper FOIA request is made.

Q. Proposer's Acknowledgement – By submitting a response to this RFQ, each proposer unequivocally acknowledges that the proposer has read and fully understands this RFQ, and that the proposer has asked questions and received satisfactory answers from the Authority regarding any provisions of this RFQ with regard to which the proposer desired clarification.

R. Faith-Based Organizations – The Authority does not discriminate against faith-based organizations.

S. Contractor's Authorization To Transact Business – In accordance with § 2.2-4311.2 of the Code of Virginia, any proposer organized as a stock or nonstock corporation, limited liability company, business trust, or limited partnership or registered as a registered limited liability partnership shall be authorized to transact business in the Commonwealth as a domestic or foreign business entity if so required by Title 13.1 or Title 50 of the Code of Virginia, or as otherwise required by law. Any proposer organized or authorized to transact business in the Commonwealth of Virginia pursuant to Title 13.1 or Title 50 of the Code of Virginia shall include in its proposal the identification number issued to it by the State Corporation Commission. Any proposer that is not required to be authorized to transact business in the Commonwealth as a foreign business entity under Title 13.1 or Title 50 of the Code of Virginia, or as otherwise required by law, shall include in its proposal statement describing why the proposer is not required to be so authorized. Failure to provide the required information may result in the rejection of the proposal. Any selected proposer shall not allow its existence to lapse or its certificate of authority or registration to transact business in the Commonwealth of Virginia, if so required under Title 13.1 or Title 50 of the Code of Virginia, to be revoked or cancelled at any time during the term of the Agreement. The Authority may void any contract if the selected proposer fails to remain in compliance with the foregoing provisions.