

WEST VIRGINIA HIGHER EDUCATION POLICY COMMISSION

REQUEST FOR PROPOSALS FOR BOND COUNSEL

The West Virginia Higher Education Policy Commission (HEPC) is seeking to retain a firm(s) as bond counsel in connection with the issuance of two or more series of bonds being issued to refund its outstanding:

- Community and Technical Colleges Capital Improvement Revenue Bonds, 2009 Series A (“2009 Series A Bonds”)
- Revenue Refunding Bonds (Higher Education Facilities), 2007 Series A (“2007 Series A Bonds”), and
- Revenue Bonds (Higher Education Facilities), 2010 Series A (“2010 Series A Bonds”).

The following West Virginia Code Chapters are applicable to this issue:

- Chapter 18B, Higher Education, as amended specifically:
 - Chapter 18B, Article 10, of the West Virginia Code.
 - Chapter 18B, Article 1, of the West Virginia Code.
- Chapter 29, Article 22, Section 18 of the West Virginia Code, the Lottery Act.

Proposed Bond Structure

HEPC intends to issue one or more series of Community and Technical Colleges Capital Improvement Revenue Refunding Bonds with an approximate par amount of \$60 million to refund its 2009 Series A Bonds (“CTC Refunding Bonds”) and one or more series of Revenue Refunding Bonds (Higher Education Facilities) with an approximate par amount of \$30 million to refund its outstanding 2007 Series A Bonds and 2010 Series A Bonds (“Revenue Refunding Bonds”, with the CTC Bonds (“Bonds”)). The CTC Bonds will be secured by pledged lottery revenues and the Revenue Bonds will be secured by education and general capital fees and pledged excess lottery revenues.

Public Resources Advisory Group is serving as Municipal Advisor to the HEPC for this refunding.

Scope of Services

The firm selected as bond counsel will be expected to perform the following services:

1. Prepare all resolutions of the HEPC as well as legal documents, opinions, notices and certificates required for the bonds except for the Official Statement and related Offering Documents.

2. Assist representatives of the HEPC and other members of the working group with determining the legal material to be included in the Preliminary Official Statement and Official Statement.
3. Cause the bonds to be prepared in definitive form for delivery to the initial purchaser thereof.
4. Undertake all requisite tax analysis, prepare tax certificate, IRS Form 8038 and other pertinent tax documents.
5. Issue a final approving opinion regarding the legality of the sale of bonds and to the effect that interest on the bonds is exempt from federal and state income taxation.
6. Deliver other such legal opinions as are customarily required from bond counsel including as to the accuracy of the descriptions of the bonds and security therefor.

Submitting Proposals

Proposals will be received until 3:00 PM, Eastern Standard Time, June 1, 2017. Please submit an original and three (3) copies of the proposal, and one complete electronic copy, on a flash drive, in a sealed envelope or package, clearly marked Sealed Proposal RFP #17139 Bond Counsel Services. Deliver proposals by the specified date and time to:

Director of Procurement
WV Higher Education Policy Commission
1018 Kanawha Blvd., E., Suite 700
Charleston, WV 25301

All documents or information submitted in response to this solicitation shall, pursuant to the West Virginia Freedom of Information Act, become public record.

Communications with representatives of the HEPC concerning this request by you or on your behalf are not appropriate during the submission and selection processes and may result in disqualification at the sole discretion of the HEPC.

Inquiries concerning this request should be directed in writing no later than 5:00 PM, Eastern Standard Time, May 24, 2017 to:

Mary Blashford
Director of Procurement
WV Higher Education Policy Commission
1018 Kanawha Blvd., E., Suite 700
Charleston, WV 25301
mary.blashford@wvhepc.edu

A response to all written inquiries in the form of an Addendum will be posted on the HEPC's website at the following address on or before 4:00 PM Eastern Standard Time, May 26, 2017:

<http://wvhepc.com/resources/purchasing-and-finance/>

The purpose for submission of written questions is to ensure that all participants receive the same information. All questions and requests should include a fax number and e-mail address.

The HEPC will not be responsible for any expenses incurred in the preparation or presentation of the proposals or oral interviews, or for the disclosure of any information or material received in connection with this solicitation, whether by negligence or otherwise.

The HEPC reserves the right to reject any/all proposals, with or without cause, and waive any irregularities as it deems necessary as to the qualifications of any/all proposers. In the event all proposals are rejected, the HEPC reserves the right to re-solicit proposals.

Selection Process

I. Eligible Proposers:

- A. Are free from all objections and interests that might conflict with the interests of the state;
- B. Are experienced in municipal finance transactions similar to the type contemplated and have an established reputation for excellence in public finance; and
- C. Are able to provide assurance that the firm and all individuals to be assigned to work on this transaction comply with the guidelines and standards established by the West Virginia Ethics Commission in 158 CSR 4.

FAILURE TO MEET THE CRITERIA LISTED ABOVE WILL BE CAUSE FOR IMMEDIATE DISQUALIFICATION OF THE PROPOSAL.

NO JOINT PROPOSALS WILL BE ACCEPTED.

II. Required Components of Proposal

A cover letter should accompany your proposal containing an expression of interest, certification that your firm is eligible and setting forth the primary contact's name, address, telephone number and e-mail address.

Proposers should respond to each of the following requests. The total length of the proposal should not exceed seven (7) pages.

A. Conflict of Interest

1. Affirm that your firm and all individuals that will be assigned to this transaction are free from all obligations and interests which might conflict with the interests of the HEPC and have not, in any way, violated the provisions of Legislative Rule 158 CSR 4.

2. Identify all pending federal or state litigations, investigations or regulatory action, if any, related to public finance in which your firm, any predecessor firm or employee is involved. For each matter state:
 - a. Style of the case.
 - b. Summary of the nature of the case or claim.
 - c. Status of the case or claim (e.g., circuit court, on appeal to district court, awaiting certiorari, etc.).
 - d. Approximate dollar amount involved, if any.
 - e. Improper conduct alleged, if any.
3. Identify any other existing or potential conflicts of interest, as well as your representation of parties or other relationships that might be considered a conflict of interest, that may affect or involve this transaction of the State of West Virginia.

B. Experience and Expertise

1. Please describe your firm's public finance practice and related areas of law by providing a brief history of the firm in these areas.
2. Provide a description of your firm's experience as bond counsel, special tax counsel or other relevant experience relating to bond issues during the past three (3) years for issuers within the State of West Virginia which you believe qualifies your firm to be bond counsel for bonds contemplated by this request. Please highlight your firm's experience serving as bond counsel on bonds issued by the HEPC and other State or State Agency issued Revenue Refinancing Bonds.
3. List no more than ten (10) issues. For each issue, please indicate the following:
 - a. The name of the governmental entity on whose behalf the bonds were issued.
 - b. Par amount and date of issuance.
 - c. Type of transaction.
 - d. Use of proceeds (refinancing or new money).
 - e. The nature of the security pledge (e.g., special fund, full faith credit, etc.).
 - f. Name, address telephone number and e-mail address (if available) of a contact for each transaction.

C. Personnel

Specify the attorney(s) and other persons of your firm who will be assigned to this transaction, the role of each person and his/her qualifications and experience in municipal public finance transactions. Where appropriate, state on which of the transactions in section B above, the attorney(s) played a significant role and describe that role.

D. Fees and Expenses

List your firm's estimated fees and expenses for providing the services as bond counsel for the reissuance of the bonds. Actual fees and expenses will be paid from the cost of issuance. If the bonds are not issued, no payment of counsel fees will be made.

Other General Information

The HEPC reserves the right to utilize any structures presented in the proposals, even if the proposing vendor is not selected.

The HEPC reserves the right to reject any and all proposals with or without cause, and to waive any irregularities in the responses received as a result of this request, when such irregularities are not in conflict with WV Code or the HEPC's Purchasing Regulations. In addition, the HEPC reserves the right to make such investigations as it deems necessary as to the qualifications of any and all proposers and to conduct pre-contract negotiations.

Discussions and interviews may be held with firms under final consideration prior to making a selection for award; however proposals may be accepted without such discussions or interviews.

In the event that mutually acceptable terms cannot be reached with the apparent successful bidder within a reasonable period of time, HEPC reserves the right to undertake negotiations with the next highest scoring firm without undertaking a new procurement process. The State's WV-96 form is attached to demonstrate the state law and guidelines that must be adhered to in any contracts presented to the HEPC for execution. A copy of additional terms and conditions that a firm wishes to offer for consideration should be enclosed with the proposal. The successful firm must be a registered vendor with the Purchasing Division of the WV Department of Administration.

Payment of fees and expenses, not to exceed the maximum proposed, will be made upon satisfactory completion of the required services.

The following is a list of Exhibits that are attached which are applicable to this RFP:

- Exhibit A, Instructions to Bidders
- Exhibit B, Terms and Conditions
- Exhibit C, Agreement Addendum, WV-96
- Exhibit D, No-Debt Affidavit