

3/12/18



REQUEST FOR PROPOSAL

Bond Counsel

Thurston County, Washington

Issue Date: March 31, 2018

Due Date: April 30, 2018

Thurston County Board of County Commissioners
Building 1, Room 269
2000 Lakeridge Drive SW Olympia, WA 98502

FOR INFORMATION CONTACT:

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Section 1: Overview

Thurston County is requesting proposal to select bond counsel for a thirty-month period July1, 2018 through December 31, 2021, with the option to extend these services up to an additional three-year period. We are interested in bond counsel that renders an opinion on the validity of bond offerings, the security for the offering, and whether and to what extent interest on the bonds is exempt from income and other taxation. The opinion of bond counsel should provide assurance both to issuers and to investors who purchase the bonds that all legal and tax requirements relevant to the matters covered by the opinion are met. Thurston County is seeking bond counsel that has the necessary expertise to provide an opinion that can be relied on and will be able to assist us in completing the transaction in a timely manner. The bond counsel will ensure all legal requirements are met in the issuance of bonds and work with the financial bond advisor to support the County's financial staff in structuring and implementing sales and refinancing of bonds.

About Thurston County

Thurston County serves over 276,900 residents in the south Puget Sound region of Washington State. There are ten elected offices (including courts) and seven county departments that administer the day to day operations of the county. An elected three-member Board of County Commissioners is the primary policy-making body, exercising budgetary and financial control of the county. The county operates in a decentralized manner.

The county has an annual budget of approximately \$327 million, with about 75 appropriated funds. It has approximately 1,100 employees. Elected official offices and non-elected appointed director departments each have separately appropriated budgets. Services include public safety (sheriff, judicial and emergency services), construction and maintenance of roads and bridges, sanitation facilities, health and social services, environmental sustainability programs, culture and recreational facilities and activities, water quality, flood control, planning and zoning, building permit and general administrative services.

Section 2: Scope of Services

Bond Counsel shall provide all necessary legal services necessary for development and execution of financial plans including but not limited to:

- Providing an objective legal opinion with respect to the authorization and issuance of debt obligations and whether interest paid is tax-exempt under federal and/or state laws and regulations.
- Preparing authorizing documents and any other document needed in connection with the issuance of the bonds, including closing documents and transcripts.
- Reviewing use of proceeds to ensure compliance with applicable state and/or federal law and regulations.
- Preparing all documents and materials necessary to comply with all applicable "continuing disclosure" requirements for transactions.
- Participating in activities associated with rating agency and/or bond insurer reviews.
- Offering continuing legal advice, as needed, on issues related to the sale of the bonds, any issues that arise post-sale, the trustee administration of obligations, and in particular, any actions necessary to ensure that interest will continue to be tax-exempt, arbitrage requirements.
- Providing other legal opinions or advice as required.

Section 3. Project Timeline

The objective of the county is to select bond counsel for the fiscal years 2018-21.

Release Request for Proposals.....	March 31, 2018
Vendor proposal responses due	April 30, 2018
Finalists notified.....	May 10, 2018
Vendor interviews	June 4-5, 2018
Vendor reference checks complete	June 12, 2018
Final selection	June 19, 2018
Contract awarded	July 1, 2018

Section 4. Vendor Instructions

The county must receive responses to this RFP no later than 5:00pm PST on Monday, April 30, 2018. Proposals received after that date will not be accepted. No additional time will be granted to any vendor unless by addendum to this RFP. Vendors must submit one original with signatures, 4 copies and one electronic version in MS Word format to the following address:

LaBonita Bowmar
Clerk of the Board
Office of the County Commissioners 2000
Lakeridge Drive SW
Olympia, WA 98502 Proposal

Response Format

The RFP response should adhere to the following format:

Part 1 - Executive Summary: Overview description of proposed solutions, vendor experience and contact information (one page).

Part 2 - Requirements: Vendors must also provide a short description of how each requirement can be fulfilled.

Part 3 - Pricing: Estimates must include pricing for each service. This is assuming each service has already been defined in the requirements.

Part 4 - Service Timeline: An estimated timeline for each type of service.

Part 5 - Support: Description of on-going support that would be available when services such as bond purchases or refinances aren't occurring.

Part 6 - References: At least three references of current or previous clients with similar scope of work and size of debt. The references must each include name of jurisdiction, name of contact, telephone number, email address and description of services performed for that client, compensation and dates during which work was

performed.

Part 7 – Other Information: General information and overview of the company; copy of language the contractor would require to understand your services; other information that may provide value to the evaluation of your services.

Vendors that deviate from this format may be deemed unresponsive. Proposals should be prepared simply, providing a straightforward, concise delineation of the capabilities necessary to satisfy the requirements of the RFP. Elaborate promotional materials should not be submitted at this time. Emphasis in the proposals should be on completeness, clarity of content and adherence to the presentation structure required by this RFP and not on volume. Costs for developing proposals in response to the RFP are the obligation of the vendor and are not chargeable to the county. All proposals and accompanying documentation will become the property of Thurston County and will not be returned.

Pre-Submittal Questions: There will be no pre-bidders conference. Questions regarding the RFP may be submitted to the Thurston County through Friday, April 6, 2018 via email at underwm@co.thurston.wa.us. The list of submitted questions with their respective answers will be posted to the county's website as they are received, with the last posting no later than Wednesday, April 11, 2018.

RFP Amendments: The county reserves the right to request clarification on any proposal or to ask respondents to supply any additional material deemed necessary to assist in the evaluation of the proposal. The county reserves the right to change the RFP schedule or issue amendments to the RFP at any time. The county also reserves the right to cancel or reissue the RFP.

Rejection of Proposals: The county reserves the right to reject any or all proposals, to waive any minor informalities or irregularities contained in any proposal, and to accept any proposal deemed to be in the best interest of Thurston County.

Proposal Validity Period: Submission of a proposal will signify the vendor's agreement that its proposal and the content thereof are valid for 180 days following the submission deadline and will become part of the contract that is negotiated between Thurston County and the successful vendor.

Disclaimer: The County reserves the right to share, with any consultant of its choosing, the RFP and any resultant proposals in order to secure expert opinion.

Non-Obligation: Receipt of proposals in response to this RFP does not obligate Thurston County in any way. The right to accept or reject any proposal shall be exercised solely by the county. The county shall retain the right to abandon the proposal process at any time prior to the actual execution of a contract with a vendor, and the county shall bear no financial or other responsibility in the event of such abandonment.

Public Disclosure: All materials provided to Thurston County by vendors are subject to State and Thurston County's public disclosure laws.

Section 5. Vendor Requirements

The response to the proposal to serve as bond counsel must contain the following information in order for the County to complete their evaluation:

1. Experience of the firm with financings of the issuer or comparable issuers, and financings of similar size, types and structures, including financings in the same state.
2. The firm's experience in tax matters and the attorneys who practice full time in the area of public finance tax law should be identified in detail. If the firm has no attorneys who specialize in public finance tax law, the response should indicate how the firm intends to provide competent tax advice.
3. Experience of the firm with and its approach to applicable federal securities laws and regulations. The firm's experience in municipal securities law matters and the attorneys who practice full time in the area of municipal securities law should be identified in detail. If the firm has no attorneys who specialize in municipal securities tax law, the response should indicate how the firm intends to provide competent municipal securities law advice.
4. Knowledge and experience of the attorneys that would be assigned to the transaction, particularly the individual with day-to-day responsibility for the County's account.
5. Ability of the firm and assigned personnel to evaluate legal issues, prepare documents, and complete other tasks of a bond transaction in a timely manner.
6. Relationships or activities that might present a conflict of interest for the issuer.
7. Level of malpractice insurance carried, including the deductible amount, to cover errors and omissions, improper judgments, or negligence.

Section 6. Evaluation of Proposals

Proposals will be evaluated by a County team that includes at a minimum a representative of the County Treasurer, a representative of the County Auditor, the Assistant County Manager, and a Deputy Civil Prosecuting Attorney. Up to three firms will be selected for an interview prior to final selection. Upon selection, a contract and fee will be negotiated based on the scope of work in this proposal and the fee structure submitted.

Evaluation Factors

Selection of finalists will be primarily evaluated according to the following criteria:

1. Adherence to the requirements of the RFP, and the quality, clarity and completeness of the proposal.
2. The use of oral interviews of proposers, in which the evaluators listed above, at a minimum, will be present and asking questions.

3. The selection will not be driven solely by proposed fees. The experience of the firm with the type of transactions and the ability to deliver the required legal services in a timely manner are the most important factors in the selection of bond counsel.
4. Continuity is an important factor in the evaluation process.
5. The County will check the references furnished and determine the outcome of examinations by the IRS or other regulatory agencies of transactions in which the prospective bond counsel was involved.

The evaluation factors identified above reflect a wide range of considerations. While cost is important, other factors are also significant. The County may select other than the lowest cost solution. The objective is to choose a vendor capable of providing reliable services within a reasonable budget. All proposals will be evaluated using the same criteria. The County reserves the right to seek additional information and/or clarification from any proposer, to accept or reject any proposal to best serve its interest, or to hold the proposals for 60 days before rendering a decision.

Notification

Based on the evaluation of the RFPs the County will select a list of up to three vendors and invite them to participate in interviews. The selected vendors will be notified in writing or email by the date indicated in Section 3.

Contract Award and Execution

The county reserves the right to make an award without further discussion of the proposal submitted. The county shall not be bound or in any way obligated until both parties have executed a vendor contract. The county also reserves the right to delay contract award and/or not to make a contract award.

Section 7. Terms and Conditions

The following terms and conditions apply to this RFP and are not inclusive of all terms and conditions in the final contract.

Business License and Taxation: The successful vendor and all subcontractors must hold valid business and professional licenses and registrations that may be required by the State of Washington.

Nondiscrimination: Thurston County hereby notifies all proposers that it will affirmatively ensure that all will be afforded full opportunity to submit qualification proposals in response to this Request for Proposal and will not be discriminated against because of race, color, creed, ethnicity, religion, national origin, age, sex, marital status, veteran or military status, sexual orientation or the presence of any disability. Implementation of this policy shall be consistent with RCW 49.60.400.

Insurance Requirements: The vendor awarded the contract will be subject to the county's requirements for insurance reflecting the minimum amounts and conditions as defined by the county.

Workers' Compensation: The vendor shall procure and maintain for the life of the contract Workers'

Compensation Insurance covering all employees with limits meeting all applicable state and federal laws. This coverage shall include Employer's Liability with limits meeting all applicable state and federal laws. This coverage shall extend to any subcontractor that does not have their own Workers' Compensation and Employer's Liability Insurance.

Proposals – Public Information: The County will attempt to protect legitimate trade secrets of the Vendor. Any proprietary information contained in the Vendor's proposal must be clearly designated and shall be labeled with the words "Proprietary Information". Marking the entire proposal or any one or more of the major sections as proprietary will neither be accepted nor honored. The vendor should be aware that the county is required by law to make certain records available for public inspection with certain exceptions. The vendor, by submission of materials marked proprietary, acknowledges and agrees that the county will have no obligation or liability to the vendor in the event that the county must disclose these materials.

Copyright and Confidentiality: Selected vendor shall maintain strict privacy of all county records, data and files (regardless of media), including any copyrighted material received from the county.

Prime Vendor: It is recognized that multiple vendors may wish to combine their resources in responding to this Request for Proposal. A Proposal with such a combination is acceptable, provided that the complete Proposal contains all required information, and indicates which vendor shall be responsible for each of the components that make up the complete system. In addition, one of the vendors shall be designated as responsible for the complete definition, delivery, integration, implementation, and maintenance of the system, referred to as the prime vendor.

Bidders must warrant to the county that software specifications, capabilities, and performance characteristics are as stated in the proposal and accompanying documentation. Submission of a Proposal will represent your agreement to these conditions.

Litigation/Jurisdiction/Venue: Should either party bring any legal or equitable action, the prevailing party in such action shall recover, in addition to all other relief, its reasonable attorney's fees and court costs to be fixed by the court. Any and all such court action shall take place and be vested solely in the Superior Court of Washington.

Payment: The County will pay invoices submitted by the selected vendor as progress is made on the implementation project and agreed upon service stipulated in the final agreement. Prior to payment, invoices will be reviewed to determine if billing is reflective of actual agreed upon project progression and performance. Upon acceptance of the billing by the county's Assistant County Manager the payment will be processed and submitted to the vendor. Payment terms must adhere to the State of Washington codes and regulations.

Satisfaction of the Thurston County Prosecuting Attorney's Office. The acceptance and subsequent award of a submitted proposal shall be at the review and satisfaction of the county's attorney and the county's Assistant County Manager.

Subject to State Laws: The contract shall be subject to and interpreted pursuant to the laws of the State of Washington.

Warranties. All warranties must be clear, concise and in writing. Warranties shall be specific as to what is and is not covered along with the exact term (in calendar days) of each covered item. Warranties shall cover all

individual modules, supplied or created interfaces, and any ancillary product that is purchased from the awarded vendor. Bidders must warrant to the county that software specifications, capabilities, and performance characteristics are as stated in the proposal and accompanying documentation. Submission of a Proposal will represent your agreement to these conditions.

Release Authorization for Reference Check: Bidders must submit the following “Release Authorization for Reference Check” with your Proposal. The statement must be signed by an authorized representative of the proposer.

RELEASE AUTHORIZATION FOR REFERENCE CHECK

By signing below, the Firm responding to this Request for Proposal authorizes past or present clients to provide information requested by Thurston County regarding work that is within the scope of this Request for Proposal. The Firm authorizes Thurston County to photocopy this signed release to be used in lieu of the original.

Firm Name:

Signature of Authorized Representative:

Typed name and title: