

**TOWN
OF GALENA
REQUEST FOR QUALIFICATIONS
COST PROPOSALS
FOR
TOWN BOND
COUNSEL SERVICES**

Information Regarding Submittal:

The Mayor and Council of the Town of Galena, Maryland are requesting qualification statements from attorneys to represent Galena as bond counsel. Information requested and the requirements for the selected bond counsel are included in this request for qualifications (RFQ)

All inquires concerning this RFQ should be directed to:

Thomas R. Bass, Town Manager
P.O. Box 279. 101 S. Main Street
Galena, Maryland 21635
Ph: 410 -648-5151 (o) 410-708-7804 (c)410-64806937 (Fax)
[email:galenatownmanager@verizon.net](mailto:galenatownmanager@verizon.net) or townofgalena@verizon.net

Sealed proposals will be received by the Clerk-Treasurer, Town of Galena, at the address shown above until 3:00 p.m. 12/13/11, 2011. An original and five (5) copies of the proposal should be submitted enclosed in a sealed envelope and must be clearly marked on the outside of the package with the following description:

“Request for Qualification - Bond Counsel Services”

Proposals containing qualification statements and cost proposal may be delivered in person or mailed to the Galena Town Manager. Proposals received after the deadline set forth above will not be accepted. Information may be submitted by email in portable document format (pdf), but the proposer bears the risk of failure of delivery e-mailed documents.

The Town reserves the right to accept or reject any and all qualification statements and to waive any technicalities or irregularities therein deemed to be in the best interest of the Town of Galena

There is no expressed or implied obligations for the town to reimburse responding attorneys for any expenses incurred in preparing qualification statements in response to this request.

By submitting a proposal, the proposer agrees to the terms and conditions of this request.

Proposals must include the requested information as is described in this RFQ. If the proposer wishes to provide other supplemental information they feel relevant, it should be segregated at the end of the requested information, and identified as supplemental information.

Selection Process and Schedule:

A committee consisting of the town manager, town attorney and town engineer will evaluate all responses and make a recommendation to the Mayor and Council. The purpose of this RFQ is to provide information that will allow the committee to evaluate qualifications of the prospective bond counsel.

After review of the proposals, the selection committee may prepare a list of the final candidates to be interviewed.

The tentative schedule for the selection process is as follows, and is subject to change:

| [11-22-11](#) Issue the RFQ

| [12-13-11](#) Proposal Due Date

| [1-2-12](#) Completion of Proposal Evaluation

| [1-31-12](#) Interviews if necessary

| [2-6-12](#) Submit recommendation to the Mayor and Town Council – [Awarding of Contract](#)

Selection Criteria:

The selection committee will consider various factors when evaluating the proposals including, but not limited to the following:

Quality of proposal document.

Prior experience.

Individual and firm qualification, capabilities, and experience.

Professional responsiveness.

Specific experience with various government debt instruments.

References.

Proposed Fees.

Cost Proposal Information:

Proposed fees shall not be mentioned in the qualification statement portion of the proposal.

A copy of the firm's fees schedule for bond issues, hourly rates for special work and other cost information shall be provided in a separate sealed envelope and be clearly marked "**Cost Fee Information - Bond Counsel.**"

Each firm shall outline proposed billing structure for "**Bond Counsel, Services**", and shall state whether the fees are hourly for each issuance or amount of issuance and any caps on those fees. It must be clearly indicated if fees differ for various types of bond issues. Each firm shall provide an

estimate of total fees for a general obligation bond issue in the \$1 to \$10 million range. The cost and fee information shall indicate the proposer's expense reimbursement expectations. The town will only reimburse for actual out of pocket expenses, and will not reimburse expenses on a cost plus or similar basis.

The town will select the successful candidate based on a variety of factors including cost, but firm selection will not be based strictly upon lowest cost. Qualification statements will be reviewed and evaluated separately from cost information.

Proposed Contract Term:

This proposal is being requested for the position of Bond Counsel for issuance of bonds in the anticipated amount of over \$1 million dollars for the constructing of a new **“Waste Water Treatment Plant” for the Town of Galena Residents Only**. However, a long term relationship for future projects may be reached if the Mayor and Council are satisfied with the arrangement. There is no set term at present. The term will be subject to a periodic review and may be terminated by either party with sufficient notice, which will be set forth in the contract.

Scope of Services:

The successful bond counsel will be expected to perform a variety of services for the town Including, but not limited to:

- Advise on the terms and structure of bonds.

- Advise the town on legal requirements for municipal financing techniques.

- Advise on new and improved forms of financing for the towns programs or proposed, including any refinancing or restructuring.

- Provide legal advice and counsel on bond matters and related proceedings.

- Prepare all bond documents (e.g. public law, resolutions, certificates, contracts, memos, reports, and closing transcripts).

- Prepare review and comment on documents (e.g. Official statements, contracts of purchase, contracts with related professionals, trust indentures, security instruments, guarantee agreements, etc).

- Render legal opinion as appropriate (e.g. authorized valid issuance of bonds;

- Tax status of interest paid on bonds, etc.).

- Advise on the use of bond proceeds.

- Advise the town on tax exempt or taxable nature of bonds issued.

- Advise and represent the town in court any administrative procedures on matters.

- Relating to compliance with regulations or state rules as they may arise in the context of bond issues.

- Assist in preparing information for submission to rating agencies.

- Serve as disclosure counsel review continuing disclosure documents.

- Provide other legal advice and legal services as requested.

- Work with other members of the town financing team and staff in structuring and issuing debt instruments.

Assist the town in compliance with arbitrage requirements attend town meetings and work sessions as necessary.

REQUIRED INFORMATION TO BE INCLUDED IN PROPOSALS

Contact Information

List the name and address of the firm's main office; the contact person's name and telephone number; and any other pertinent contact information such as email addresses, fax numbers, etc.

Qualification Information

Provide a brief firm history.

Provide information on the size, structure and experience of the firm.

Provide the name and resume of the individual or individuals proposed to be the town bond counsel.

Provide the resumes of other key individuals in the firm that may also be providing bond counsel services to the town.

Provide the name and résumé of the individual proposed to serve as tax counsel to the town as related to bond matters.

Provide a summary of the key individuals' qualifications including their knowledge of Maryland state law; Federal tax and bond laws; familiarity with local law and practices; and complex municipal financing practices; etc.

Experience

Provide specific information to demonstrate the firm's and key individual's experience. This information should be provided for both the firm and for the individuals that the firm proposes for bond and tax counsel.

Provide details of past bond activity to include number, type, dollar volume and complexity. This information may be supplied as part of the client history section.

Experience with Various Debt Instruments

During the contract term, the town may be involved in various types of debt financing. To ensure consistency, the town does not desire to have different bond counsels for each method of financing. For this reason, it is desired that the successful candidate and firm be well versed in multiple types of debt financing. Please describe your knowledge, skill and experience with the following;

General Obligation Bonds

Revenue Bonds

Bond Anticipation Notes

Tax Increment Financing
Industrial Revenue Bonds
Private Activity Bonds
Certificates of Participation
Other types

Disclosure of Conflicts, Investigations, and Disciplinary Actions

Proposers shall disclose and explain any real or potential problems, including but not limited to, conflicts of interest (legal and perceived), all recent, current or pending litigation matters in which the firm is named, or any attorney who is a member of or associated with the firm, is named, as a defendant, investigations by authoritative bodies and/or disciplinary actions. The disclosures shall include the individual bond counsel candidate; tax counsel candidate; and all associates within the firm; and shall cover past and pending matters that might reflect on compliance with all professional standards, regulations or laws. Disclosure shall include any bond transactions that the firm or individual has been involved with that has lost, or is now subject to the loss of, its tax exempt status. Disclosure shall include any contributions that have been made to officials of the town or to their political campaigns. The proposer must immediately advise the town in writing of any real or possible conflicts that arise after the submission of this qualifications statement.

Insurance

The proposal shall include the extent and limits of malpractice and other insurance covering the proposer's performance of legal services as bond counsel for the town.

Client History and References

The proposal shall include a list of clients and the firm's history with each of these clients. Proposer shall provide a narrative describing the types and volumes of debt instruments issued by those clients while the firm served as bond counsel.

The proposal shall include a list of three references that the town may contact. The references should include other Maryland local governments. References shall include individual contact information for each reference including name, telephone number, etc.

Harry J. Pisapia
Mayor
Samuel F. Sessa, II
Council Member
Donald E. Othoson
Council Member
Kirk J. Blackard
Council Member
Julie A. Metzger
Council Member



Thomas R. Bass
Town Administrator
Palmer F. Councill, II
Superintendent
Barbara A. Shaw
Clerk/Treasurer
Thomas N. Yeager
Attorney

Mayor and Council of Galena
101 S. Main Street, P. O. Box 279, Galena, Maryland 21635
Telephone 410-648-5151 Fax 410-648-6937
Website: www.galenamd.com E-mail: townofgalena@verizon.net

December 6, 2012

Post as an Addendum to the RFQ Link

To whom it may concern:

Re: RFQ Information

To those who are replying to our RFQ the following applies:

The funding we are requesting Bond Council for is as follows:

- a. \$1,074,000.00 USDA Loan
- b. \$226,000.00 USDA Grant
- c. \$600,000.00 from sale of cell phone lease to AP Wireless
- d. \$600,000.00 loan from MD State Revolving Loan Fund (SRF)

Note: The current estimate new for our new plant is 1.6-1.7 Million. The use of the SRF Funds will only be used if required.

Regards,

Thomas R. Bass
Town Manager

TRB/bas