REQUEST FOR QUALIFICATIONS

ISSUER & DISCLOSURE COUNSEL
AND BOND COUNSEL

Relating to:
General Obligation Bond Issuance and Management
Ohio Public Facilities Commission

STATE OF OHIO

May 5, 2015

Issued by:
Ohio Office of Budget and Management
Rhodes State Office Tower
30 East Broad Street, 34th Floor
Columbus, Ohio 43215

On Behalf of:
The Ohio Public Facilities Commission

I. Introduction

The Ohio Public Facilities Commission ("the Commission") is soliciting statements of qualifications for issuer and disclosure counsel services and for bond counsel services for the period beginning July 1, 2015 and continuing through June 30, 2019 in connection with the issuance and management of certain State of Ohio (the “State”) general obligation bonds authorized under Chapter 151 of the Ohio Revised Code (“ORC”) and related laws. The Commission is a body politic and corporate, constituting an agency and instrumentality of the State. It is comprised of six members, being the incumbents in the elective offices of Governor, Attorney General, Auditor of State, Secretary of State, and Treasurer of State, and the appointed Director of the Office of Budget and Management (OBM).

For the four-year service period covered by this request for qualifications (RFQ), the Commission anticipates issuing 20-25 series of new money bonds aggregating approximately $3.0 to $3.5 billion in par amount and sold predominantly on a competitive basis although some smaller issues may be sold via a negotiated sale. Refunding obligations may also be issued if determined to be economically advantageous to the State and consistent with its adopted policies. In addition to managing its existing interest rate swaps, the Commission will also consider entering into new interest rate swaps or derivatives if those transactions are determined to be of a net benefit to the State and consistent with its adopted policies.

The Commission requests qualifications from law firms interested in providing issuer and disclosure counsel services and bond counsel services. All firms submitting qualifications must respond to all questions in Section VII and submit the Certifications in Section VIII. Joint proposals will not be accepted.

The Commission will evaluate RFQ responses based on the criteria in Section VI and intends to select a single firm to serve as issuer and disclosure counsel for the stated period and to qualify several firms for consideration for appointment as bond counsel on a deal-by-deal basis. The selected firms will be responsible for notifying the Commission, in writing within 30 days, of the occurrence of any: i) material changes in ownership or ownership structure, organization, personnel, litigation or conflicts, or any other material changes or developments and ii) any changes related to the Certifications in Section VIII. Once the initial qualified list of bond counsel firms has been established, firms may update their response to this RFQ at any time. The State may, at its discretion and at any time, add or remove firms from the qualified pool of bond counsel firms based on changes submitted or other material information that becomes known.

Responses to this RFQ are the property of the State and will be “public records”. Responses that are labeled “confidential”, or that contain information identified as “confidential”, will not be considered by the Commission.

Any and all questions must be submitted by e-mail to Amber Teitt at OBM.DebtMgmt@obm.state.oh.us. All questions and responses will be posted to the web at www.obm.ohio.gov under the OPFC section of the “Bonds and Investors” portal. With the sole exception of questions submitted per the above protocol, respondents and their representatives may not communicate about this RFQ with OBM or any Commission members or their
designees. Any such communication will disqualify the respondent and its proposal from consideration.

This RFQ is not and shall not be construed as an offer of a contract by the Commission. Any contractual arrangement for legal counsel services will be evidenced by a separate agreement authorized by the Commission.

II. Minimum Qualifications
The law firm responding to this RFQ must meet the following minimum requirements:

- have and maintain an office in the State;
- served as lead bond counsel, issuer’s counsel, or underwriter’s counsel on a minimum of five large transactions ($50 million or greater) for the State or any Ohio regional or local government bond issuing authority since January 1, 2012; and
- be listed in the Fall 2014 edition or current on-line version of The Bond Buyers Municipal Marketplace Directory (the “Red Book”).

III. Scope of Services
The law firm responding to this RFQ may be asked to provide or assist in the provision of the following services:

**Bond Counsel**

- Advise the State in structuring general obligation issuances including tax-exempt and taxable financings, credit-enhanced financings, and financings that incorporate derivative structures. Structures must be consistent with applicable constitutional requirements, laws and other applicable standards.

- Render an objective legal opinion addressing the validity and binding nature of the obligations, the source of payment and security for the bonds, and the excludability of interest on the bonds from gross income for federal and state income tax purposes.

- Assist in the preparation and review of preliminary and final official statements, particularly those sections relating to the legality of the bonds, financing structure, security, tax matters, and continuing disclosure.

- Prepare and assist in the preparation and execution of documents necessary or appropriate to the authorization, issuance, and delivery of the bonds, including, but not limited to the notice of sale and bid specifications, tax compliance certificates and escrow agreements.

- Review documents necessary or appropriate to the authorization, issuance, and delivery of the bonds, including, but not limited to bond resolutions, bond purchase agreements, and continuing disclosure certificates/agreements.

- Provide expert legal advice on federal tax matters, including private activity, arbitrage, rebate, reimbursement of prior expenditures, determination of the initial reoffering price, investment and expenditure of bond proceeds, and the investment and application of monies used to pay debt service on the obligations.
• Analyze and advise on legal issues arising from federal and state legislation as well as rulings and findings by federal and state regulatory agencies, including but not limited to, the Internal Revenue Service, the U.S. Securities and Exchange Commission, and the Municipal Securities Rulemaking Board which impact the Commission’s financings and processes including post issuance compliance.

• Participate in meetings with rating agencies, credit enhancement providers, investors, underwriters, financial advisors and other parties as deemed necessary by the Commission.

• Assist with the preparation of schedules for the issuance of bonds and assignment of responsibilities of involved parties.

• Prepare closing documents and compile transcripts, in both electronic and hard copy format as requested.

• Provide timely legal services as requested, on other topics relating to the Commission’s financings.

Issuer and Disclosure Counsel

• Serve as counsel to the Commission, including preparation of bond resolutions, motions, meeting notices, agendas and minutes.

• Render an objective legal opinion addressing the valid, legal and binding nature of the Commission’s actions with respect to the bonds and related documents or agreements. The specific form of the opinion and statements included therein will be as mutually agreed upon by Commission and the selected issuer and disclosure counsel.

• Prepare or review and assist in the preparation and execution of documents necessary or appropriate to the authorization, issuance, and delivery of the bonds, including, but not limited to preliminary and final official statements, notices of sale and bid specifications, bond purchase agreements, tax compliance certificates and continuing disclosure certificates/agreements.

• Assist in the preparation, review, and updating of “Information Concerning the State of Ohio” (Appendix A) that is provided in each State bond sale official statement to comply with federal disclosure requirements.

• Assist in the preparation and submission of the State’s annual information and any material event notices that may be required to comply with agreements entered into under federal continuing disclosure regulations.

• Draft and review constitutional amendments for bond-funded programs.

• Draft and review legislation implementing newly-authorized bond-funded programs.
• Assist in the preparation of bond authorization, debt service and capital project related language for inclusion in the biennial operating budget and capital bills.

• Analyze and provide guidance with respect to ensuring and documenting the proper use, change and reuse of bond proceeds to maintain the exclusion of interest from gross income or other tax status for federal income tax purposes.

• Assist in the preparation of and advise the Commission in responding to standard IRS inquiries regarding the Commission’s outstanding obligations.

• Assist the Commission in the preparation and implementation of policies and training materials related to post-issuance compliance with state law and federal tax and securities laws.

• Analyze and advise on legal issues arising from federal and state legislation as well as rulings and findings by federal and state regulatory agencies, including but not limited to, the Internal Revenue Service, the U.S. Securities and Exchange Commission, and the Municipal Securities Rulemaking Board which impact the Commission’s financings and processes including post issuance compliance.

• Provide timely legal services, as requested, on other topics relating to the Commission’s financings.

IV. Submission of Responses

Interested firms must respond to this RFQ in all applicable respects. Each response must include the enclosed Information Sheet identifying the primary contact person and the type of counsel services for which the firm is submitting its qualifications. Each response must also include the enclosed Certifications page signed by an individual who is authorized to legally bind the responder.

Firms should limit their responses to no more than 12 pages at no smaller than 12-point font. This 12-page limit does not include requested attachments which consists of resumes of proposed attorneys (Section VII, question 3), a tabular listing of transactions (Section VII, question 6), the Information Sheet and the Certifications. Please restate each question and sub-question from Section VII in your response. A single page cover letter may be submitted with the proposal at the discretion of the responding firm and will not count toward the 12-page limit. Information contained in the cover letter will not be used to evaluate the response. Twelve copies of your response, including one complete electronic copy on a CD-ROM in both MSWord and PDF format, are to be delivered to:

Amber Teitt
Debt Analyst, Ohio Office of Budget and Management
30 East Broad Street, 34th Floor
Columbus, Ohio 43215
Responses must be received no later than 1:00 p.m. EDST on Friday, May 22, 2015. Faxed or e-mailed copies will not be accepted. A responding firm bears full responsibility for the timely delivery of its response. Responses received after the time and date listed above will not be considered.

V. Compensation

For bond sales, the Commission will separately compensate the selected issuer and disclosure counsel and the selected bond counsel at a flat rate per issuance of $0.30 per $1,000 bond, with a minimum fee of $20,000 and a maximum fee of $60,000 per issuance. These fees are inclusive of all expenses. In circumstances in which three or more series of bonds are sold on the same date, the two largest series by par amount will be considered and compensated as separate sales based on the above fee schedule. Compensation for each additional series of bonds sold on that same date will reflect the applicable minimum fee. The Commission may adjust the above fee schedule to reflect special circumstances that increase the volume or complexity of the work performed.

For interest rate swap/derivative transactions and responses to IRS audits and examinations, the Commission intends to negotiate a fee with the selected firms based on factors such as the size, complexity, and term of the transaction.

VI. Evaluation Criteria

Statements of qualifications received will be evaluated based on the following criteria:

A. Overall quality of the submitted response.

B. Capability of the firm to perform the required scope of services, including:
   i. Experience with the Commission or comparable state-level issuer financings of similar sizes, types, and structures;
   ii. Knowledge of the State’s constitutional and statutory provisions relating to the authorization, issuance, and management of the Commission’s bonds and related interest rate swaps/derivatives;
   iii. Knowledge of options and processes for ensuring compliance with federal tax and securities laws; and
   iv. Adequacy of process and procedures for identifying, maintaining and/or resolving conflicts of interest and potential conflicts of interest.

C. Knowledge, education and experience of the personnel that would be assigned, particularly the lead attorney(s) with day-to-day responsibility for the Commission.

D. Commitment to Ohio:
   i. Experience with Ohio issuers; and
   ii. Physical presence within the State.

The Commission may, at its discretion, conduct interviews with one or more responding firms. The Commission reserves the right to reject all responses or to solicit additional information regarding a firm’s participation in debt issuances that occur subsequent to its
response to this RFQ. The Commission may take into consideration any other information, including information not requested in this RFQ nor included in the statements received.

VII. Information to be Provided by Responding Firms

1. Overview and Organizational Structure:
   i. Provide a brief overview of your firm and its areas of business. Identify ownership and legal organization (e.g., corporation, partnership);
   ii. Describe your firm’s commitment to public finance counsel services, including the number of dedicated public finance attorneys; and
   iii. Indicate if your firm is a minority business enterprise (MBE) and describe how you qualify as an MBE.

2. Footprint:
   i. Provide the total number and location of your firm’s offices;
   ii. Provide the total number of employees and number of attorneys;
   iii. State the location of offices in the State and the number and type of employees at each office; and
   iv. Discuss any significant changes in staffing levels and number of offices since January 1, 2012.

3. Staffing Plan:
   i. Identify the lead attorney with day-to-day responsibility for the Commission and each additional attorney who would be primarily and directly assigned to the Commission and provide his or her name, title, position, proposed role (lead bond, tax, disclosure, etc.) office location, time in current position, time in the firm, and time in the public finance practice;
   ii. Include, as an attachment, brief resumes of each of the identified attorneys; and
   iii. Indicate whether the identified attorneys are members of your firm and note if they are admitted to practice in the State with active license status.

4. Provide an overview of your firm’s practice, experience, and approach to continuing education and training in public finance, public finance tax, securities and related areas of law, particularly as they relate to the scope of services solicited by the Commission.

5. Describe your firm's experience serving as lead bond counsel or as issuer’s counsel for: i) the Commission; ii) state-level general obligation issuers; iii) other state-level issuing authorities in Ohio, iv) Ohio regional or local government bond issuers, and v) any other experience you believe demonstrates your capacity to perform the scope of services for the Commission.

6. As an attachment, provide a tabular listing of transactions, including category totals, for each of the issuer categories listed in question 5. Include in the summary table, the issuer’s name, the purpose and type of the obligation, the bond series designation, the par amount, closing date, method of sale, whether the interest was fixed or variable and the role of your firm (e.g., bond counsel, co-bond counsel, disclosure counsel, issuer’s counsel, special tax counsel, or underwriter's counsel).
7. Describe your firm’s experience and expertise with respect to the issuance of variable rate debt and the execution of interest rate swaps and other derivatives, including preparation and review of swap/derivative agreements. Identify any swaps or derivatives entered into by governmental issuers in Ohio for which your firm served as counsel.

8. Describe your firm’s experience in the drafting of State constitutional and statutory provisions relating to state bond programs backed by state revenue.

9. Describe your firm’s experience with respect to developing post-issuance compliance procedures and related guidance/training materials to ensure and document the allowable use and reuse of bond proceeds to maintain the exclusion of interest from gross income or other tax status for federal income tax purposes.

10. Provide two references from public issuers, including at least one in the State, to which your firm has provided bond, issuer, underwriter, or disclosure counsel services since January 1, 2012. The references must be able to be contacted by the Commission during this RFQ process. Identify the primary contact (name, title, address, telephone and e-mail) and describe the nature and term of the representation.

11. For work outside the scope of services of this RFQ, please propose an average hourly fee or a fee schedule for each of the individuals to be assigned.

12. Describe any existing or potential conflict of interest under the Ohio Rules of Professional Conduct arising from your relationship with or representation of other parties and, if selected, potential conflict between other parties and the Commission. Explain your plans and procedures for identifying conflicts and providing notice to the Commission of conflicts, and managing or resolving them, if possible. [Note: Given the nature of public finance transactions and relationships, for purposes of this RFQ the Commission does not consider it a “conflict” under the Ohio Rules of Professional Conduct if a firm represents an investment banking firm or swap counterparty in one or more unrelated transactions while simultaneously representing the Commission in a bond counsel capacity in a Commission transaction involving that investment banking firm or counterparty.]

13. Describe any investigation, review or litigation regarding a violation or alleged violation by your firm of any state or federal law or regulation that is currently pending or concluded since January 1, 2012 that might have a material adverse impact on the firm’s ability to perform the services enumerated in this RFQ.

14. Describe any official investigation or review, or litigation regarding a violation or alleged violation by your firm of any State of Ohio ethics (ORC Chapter 102 and Sections 2921.42 and 2921.43), campaign financing (ORC Chapter 3517), lobbying (ORC Sections 101.70 et seq. and 121.60 et seq.), and non-discrimination (ORC Section 125.111) laws or rules that is currently pending or concluded since January 1, 2012.

15. Please provide evidence of your firm’s current professional liability (malpractice) insurance.
16. Describe reasons for and explanations of any deviation from the Certifications in Part VIII of this RFQ.

17. Discuss any other relevant factors that you believe should be considered by the Commission.
VIII. Certifications - this section must be completed by all firms

CERTIFICATIONS

In addition to responding to the foregoing items, this firm certifies that:

1. The firm’s position as issuer and disclosure counsel or as bond counsel to the Commission in the proposed project will not create any conflict of interest for the firm or any of its assigned personnel and it will promptly disclose to the OBM any such conflict of interest if, as, and when it arises and is known to the firm. (If you believe that any conflict of interest may exist, the nature of the conflict must be described in response to Part VII, question 12).

2. All of the assigned personnel of the firm who are not United States citizens will have executed a valid I-9 form and have valid employment authorization documents.

3. The firm is an independent contractor and neither firm nor its personnel shall at any time, or for any purpose as a result of the transactions, be considered as agents, servants, or employees of OBM or the State, or as public employees for the purpose of Ohio Public Employees Retirement Systems benefits.

4. The firm is not currently in violation of or under any investigation or review for a violation of any state or federal law or regulation that might have a material adverse impact on the firm’s ability to serve.

5. The firm is and will be during the period from the below date through June 30, 2019 in compliance with all applicable federal, state and local laws, including but not limited to the applicable provisions of the following for which it also makes the following related certifications:

   a. State of Ohio equal opportunity provisions (ORC Section 125.111). The firm is an equal opportunity employer that does not and will not discriminate against applicants or employees on the basis of race, color, religion, gender, sex, age (40 years of age or older), disability, military status (past, present, or future), national origin, (ancestry), genetic information, or sexual orientation, as those terms are defined in Ohio or federal law. In addition, in compliance with such provisions, the firm has a written affirmative action program for the employment and effective utilization of economically disadvantaged persons and will annually report such progress.

   b. The Federal (41 U.S.C. 701) and Ohio (R.C. section 153.03) Drug Free Workplace Acts. The firm will make good faith efforts to ensure that all of its employees will not have or be under the influence of illegal drugs or alcohol or abuse prescription drugs in any way while providing services to the State.

   c. State of Ohio ethics (ORC Chapter 102 and Sections 2921.42 and 2921.43), campaign financing (ORC Chapter 3517), lobbying (ORC Sections 101.70 and 121.60 et seq.), and non-discrimination (ORC Section 125.111).
d. Section 9.24 of the Ohio Revised Code. The firm is not subject to an “unresolved” finding for recovery under that section

e. Pursuant to Ohio Executive Order 2011-12K\(^1\), the firm, if selected, will not provide any services (including data storage) in connection with its work for the Commission from outside of the United States.

6. The firm has reviewed and understands the Ohio laws referenced above, and (1) will take no action inconsistent with those laws, and (2) understands that failure to comply with those laws is grounds for termination of a designation pursuant to this RFQ.

7. The firm will be responsible for notifying the Commission, in writing within 30 days, of the occurrence of any changes related to the certifications in this section.

8. The firm will be responsible for notifying the Commission, in writing within 30 days, of the occurrence of any material changes in ownership or ownership structure, organization, personnel, litigation, or conflicts, or any other material changes or developments including a subsequent investigation or review for a violation of any state or federal law or regulation that might have a material adverse impact on the firm’s ability to serve.

Firm: _______________________________

By: _______________________________

Name: _______________________________

Title: _______________________________

Date: __________________________, 2015
Information Sheet

OHIO PUBLIC FACILITIES COMMISSION
REQUEST FOR QUALIFICATIONS FOR
ISSUER & DISCLOSURE COUNSEL AND BOND COUNSEL

Name of Firm: _________________________________________
Contact Person: _________________________________________
Telephone Number: ________________________
Facsimile Number: ________________________
E-Mail Address: ________________________
Mailing Address: _________________________________________

Qualification Categories:  _____ Issuer and Disclosure Counsel
                          _____ Bond Counsel

[Note: Firms may apply to be considered for both the issuer and disclosure counsel and the
bond counsel positions.]

Date:_________________, 2015