

# **ALABAMA MENTAL HEALTH FINANCE AUTHORITY**

## **REQUEST FOR PROPOSALS FOR LEGAL SERVICES AS BOND COUNSEL FOR BOND ISSUE SERIES 2012.**

**Release Date: MAY 3, 2012**

### **DEADLINE FOR FILING PROPOSALS: NOON CDT On MAY 15, 2012**

THE ALABAMA MENTAL HEALTH FINANCE AUTHORITY (the "Issuer") is requesting proposals for legal services in the role of Bond Counsel for the issuance of its tax-exempt bond issue (the "Proposed Bonds") in the estimated principal amount of \$15,000,000, the proceeds of which will be used to pay costs of acquisition, construction, improvement, and equipping mental health facilities (including improvements to existing facilities) and to pay costs of issuance (if permitted under applicable federal regulations).

#### **SPECIAL NOTES –**

- A. Issuer's circumstances plus current market conditions require expedited processing of this transaction. Counsel must be able to dedicate sufficient qualified human and technical resources to this endeavor that will enable the Issuer to complete the transaction and receive the sale proceeds in the minimum time possible.**
- B. The Authority anticipates offering the bonds through a competitive, sealed bid process to commercial banks as well as traditional purchasers of securities of this type. Experience with this type of offering should be described in detail in a Proposal.**

**SCHEDULE –** A Proposal, delivered in the form and manner prescribed in the following items, must be received by the Authority not later than NOON CDT on May 15, 2012.

**DELIVERY OF THE PROPOSAL –** A proposal must be delivered to the Authority either by submitting the printed original to the Office of the Legal Division of the Alabama Department of Finance, State Capitol, Suite E-308, Montgomery, Alabama 36130, Attention: Richard H. Cater. The envelope containing the proposal must be marked on its face with the legend "RESPONSE TO REQUEST FOR PROPOSALS FOR LEGAL SERVICES RELEASED MAY 3, 2012."

IN THE ALTERNATIVE, a Proposal may be delivered via email to [richard.cater@finance.alabama.gov](mailto:richard.cater@finance.alabama.gov), not later than the specified deadline. The subject line must read "RESPONSE TO REQUEST FOR PROPOSALS FOR LEGAL SERVICES RELEASED MAY 3, 2012."

**RESERVATION OF RIGHTS OF ISSUER** - Issuer reserves the right to cancel a sale without cost to the Issuer if the Issuer believes such action would be in its best interest. No fees or costs will be paid if this proposed bond sale is not closed and funded.

**FORM OF PROPOSAL; JOINT OR ASSOCIATED PROPOSAL** - A Proposal must conform to the requirements specified in this RFP. Associations of attorneys or firms may submit a Proposal provided that all professionals who will provide services must be acceptable to the issuer. Each attorney must render meaningful services to the transaction. The information described in the REQUIREMENTS FOR PROPOSALS must be provided for each attorney to be providing services. The method of division of compensation among the attorneys or firms must be stated in the Proposal.

**TEAM MEMBERS-** As of the issuance of this RFP the team for this transaction has not been finalized.

**BACKGROUND - THE ALABAMA MENTAL HEALTH FINANCE AUTHORITY**, is a public corporation and instrumentality of the State of Alabama (the "State"), organized pursuant to the provisions of Act No. 1988-475, as subsequently amended, relevant provisions being codified in Section 41-10-350, et seq., Code of Alabama, 1975, as amended. Its corporate purposes include the acquisition, construction, improvement, and equipping mental health facilities (including improvements to existing facilities). Its statutory powers include the authority to borrow money for its corporate purposes and as evidence thereof to sell and issue its bonds and to refund such obligations. A portion of the state taxes levied under the authority of Sections 40-25-2 and 40-25-41 (that is distributed in accordance with Section 40-25-23, Code of Alabama, 1975, as amended) and Section 28-3-203, Code of Alabama, 1975, as amended is appropriated and pledged to the payment of these obligations.

**SCOPE OF SERVICES** – The Authority does not contemplate the engagement of Disclosure Counsel for this transaction. Bond Counsel will provide those legal services customarily provided by both Bond Counsel and Disclosure Counsel which are necessary for the Issuer to legally issue bonds of the type and for the purpose specified. Those services include, but are not limited to, assuring compliance with all applicable laws and regulations, conducting and managing all necessary due diligence activities with respect to the disclosure information, drafting or assisting with drafting necessary documentation including preliminary and official statements, ensuring that all disclosure documents are updated on a timely basis, issuing necessary and appropriate opinions, providing legal research, keeping the Issuer informed of legislation or litigation that might affect the issue, assisting the Issuer and financial advisor in securing ratings from the bond rating agencies, other services necessary to carry out the sale of the bonds, post-closing services to include assistance as requested with the investment, drawdown and disposition of the proceeds, and continuing advice and related services regarding actions necessary to ensure that interest paid on the bonds will continue to be tax-exempt, including assisting with post-closure events which require disclosure.

**REQUIREMENTS FOR PROPOSALS** – Every Proposal must include the following information:

1. A transmittal letter including (a) the name, address and phone number of the individual who will be the Proposer's contact for matters relating to the Proposal; (b) a

statement that this RFP has been read and confirming that the Proposal fully complies with all of the requirements of this RFP; (c) a statement that the Proposer is familiar with the Issuer's enabling legislation. The signature of the representative of the Proposer will constitute the warranty of the Proposer that this representative is authorized to extend the Proposal and bind the Proposer and the representation of that signatory that the facts stated in the Proposal are true and complete and are intended to be relied upon by the Issuer in evaluating the Proposal.

A joint proposal must be signed by a representative of each party to the Proposal. Qualifications for each party to the Proposal must be stated separately. The Issuer may select one or more parties to the Proposal while excluding others.

2. The names and resumes of the personnel who will perform the services solicited by this RFP. For each professional provide a description of the bond issues for which legal services have been provided by that individual, identifying the role served for each issue, and descriptions of qualifications and experience with respect to the issuance of bonds of the type and purpose which are proposed to be issued, all in sufficient detail to afford the Issuer's representatives adequate information upon which to make a meaningful evaluation of the Proposal. Include a detailed statement of the experience of each of the individuals with bond issues of the Issuer and with other matters of public finance that involved State or local government agencies, which might be relevant to the issuance of these bonds. **Clearly indicate the information which is provided to address the matters specified in the Special Notes section of this RFP.**

Substitution Of Personnel. Substitution of personnel assigned to this transaction will not be permitted without Issuer's prior approval.

3. A list of each municipal bond issue over \$100 million in which the Proposer has participated during the last three years, identifying the issuer, the role of the Proposer and the purpose for which the bonds were issued. Give client references for at least three of the issues.

4. A fee proposal which shall include all fees for the professional services to be rendered and all estimated expenses including printing, travel, and consulting services. Each anticipated expense must be described and the estimated cost stated. Reimbursement of expenses will be as stated in the General Terms and Conditions set out below.

5. A statement that neither the Proposer or any of the individual professionals or business entities that comprise the Proposer, have been debarred from doing business with the State of Alabama or any department, agency, board or commission thereof. A statement that each individual who will provide services is duly licensed to practice law in the State of Alabama and each entity is current on all state and local taxes, licenses and fees and is in all other respects qualified to do business in, and is in good standing with, the State of Alabama, its political subdivisions and municipalities to the extent required for this transaction.

6. Acknowledgment that the Proposer is in compliance with the provisions of the Beason-Hammon Alabama Taxpayer and Citizen Protection Act (§31-13-1 et seq., Code

of Alabama, 1975, as amended.) The documentation required by Section 9(a) and (b) of that law will be required before an engagement becomes effective.

**EVALUATION OF PROPOSALS** - Proposals will be the basis for the initial evaluation of qualifications and experience. Relevant experience with bonds issued by the State of Alabama, its agencies, authorities, boards and commissions, and, as may be described in the SPECIAL NOTES section of this RFP, and particularly with this Issuer's prior bond issues, will merit additional consideration. The Issuer may call for additional information and may solicit a best and final offer from less than all of the respondents.

The final terms of the engagement will be determined by negotiation.

## **GENERAL TERMS AND CONDITIONS FOR THIS REQUEST FOR PROPOSAL**

### **1. PROHIBITED CONTACTS; INQUIRIES REGARDING THE RFP –**

From the Release Date of this RFP until a contract is awarded, parties that intend to submit, or have submitted, a Proposal are prohibited from communicating with any member of the Issuer or employees of the Alabama Department of Finance, or members of the Team for this transaction identified herein or subsequent to the Release Date, regarding this RFP or the underlying transaction except to submit questions to the following person:

Richard H. Cater, Chief Legal Counsel  
State of Alabama, Department of Finance  
600 Dexter Avenue, Suite E-310  
Montgomery AL 36104  
334.242.4220  
[richard.cater@finance.alabama.gov](mailto:richard.cater@finance.alabama.gov)

Verbal inquiries will be accepted only if they are limited to the RFP process. Questions on other subjects, information and clarification, that are not limited to the RFP process must be made in writing via email, sufficiently in advance of the deadline for delivery of Proposals to provide Issuer time to develop an answer to the question. A question received less than two full business days prior to the deadline may not be acknowledged.

**2. NONRESPONSIVE PROPOSALS** - Any Proposal deemed non-responsive in its material aspects may be disregarded without evaluation. The Issuer may seek clarification or supplemental information from any Proposer.

**3. CHANGES TO THE RFP; CHANGES TO THE SCHEDULE** - The Issuer reserves the right to change or interpret the RFP prior to the due date stated above. Changes will be communicated to those parties receiving the RFP who have not informed the Issuer's contact that a Proposal will not be submitted. Changes to the deadline or other scheduled events may be made by the Issuer as it deems to be in its best interest.

**4. EXPENSES** - Unless otherwise specified, counsel's expenses shall be charged at actual cost without mark-up, profit or administrative fee or charge. Only customary, necessary expenses in reasonable amounts will be reimbursable, to include copying (not to exceed 15 cents per page), printing, postage in excess of first class for the first one and

one-half ounces, travel and preapproved consulting services. Cost of electronic legal research, cellular phone service, fax machines, long-distance telephone tolls, courier, food or beverages are not reimbursable expenses without prior authorization, which will not be granted in the absence of compelling facts that demonstrate a negative effect on the issuance of the bonds, if not authorized.

If pre-approved, in-state travel shall be reimbursed at the rate being paid to state employees on the date incurred. Necessary lodging expenses will be paid on the same per-diem basis as state employees are paid. Any other pre-approved travel expenses will be reimbursed on conditions and in amounts that will be declared by the issuer when granting approval to travel. Issuer may require such documentation of expenses as it deems necessary.

**5. THE FINAL TERMS OF THE ENGAGEMENT** - The final terms of engagement for the service provider will be set out in a contract which will be effective upon its acceptance by the Issuer as evidenced by the signature thereon of its authorized representative. Provisions of this Request For Proposals and the accepted Proposal may be incorporated into the terms of the engagement should the Issuer so dictate.

**6. REJECTION OF PROPOSALS** - The Issuer, reserves the right to exercise its sole discretion and reject any and all proposals and cancel this Request if it deems such action to be in its best interests.

**7. RFP IS NOT A CONTRACT**- Issuance of this Request For Proposal in no way constitutes a commitment by the Issuer to award a contract, nor to pay any expenses incurred by the Proposer in the preparation of a response to this proposal request.

**8. DISCLOSURE STATEMENT** - A Proposal must include one original Disclosure Statement as required by §41-16-82, et seq., Code of Alabama 1975. Copies of the Disclosure Statement, and information, may be downloaded from the State of Alabama Attorney General's web site at <http://ago.alabama.gov/Page-Vendor-Disclosure-Statement-Information-and-Instructions>.

**9. LEGISLATIVE CONTRACT REVIEW** - Personal and professional services contracts with the State may be subject to review by the Contract Review Permanent Legislative Oversight Committee in accordance with Section 29-2-40, et seq., Code of Alabama 1975. The vendor is required to be knowledgeable of the provisions of that statute and the rules of the committee. These rules can be found at [http://www.legislature.state.al.us/joint\\_committees/contract\\_review.html](http://www.legislature.state.al.us/joint_committees/contract_review.html). If a contract resulting from this RFP is to be submitted for review you must provide the required forms and documentation required for that process.

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