

The Alabama Mental Health Finance Authority
REQUEST FOR PROPOSALS -FINANCIAL ADVISORY SERVICES

Release Date: MAY 3, 2012

Deadline for Proposals : NOON CDT on MAY 15, 2012
(SEE SECTION 5 FOR PROPOSAL DELIVERY INSTRUCTIONS)

Beason-Hammon Alabama Taxpayer and Citizen Protection Act Compliance.

The Beason-Hammon Alabama Taxpayer and Citizen Protection Act (Act 2011-535 of the Alabama Legislature, codified as Code of Alabama, §§31-13-1 et seq) regulates illegal immigration in the State of Alabama. Section 9 (a) provides “As a condition for the award of any contract by the state, any political subdivision thereof, or any state-funded entity to a business entity or employer that employs one or more employees, the business entity or employer shall not knowingly employ, hire for employment, or continue to employ an unauthorized alien and shall attest to such, by sworn affidavit signed before a notary public. Section 9(b) requires “As a condition for the award of any contract to a business entity or employer that employs one or more employees, the business entity or employer shall provide documentation establishing that the business entity or employer is enrolled in the E-Verify program.” Submission of a Proposal will constitute a representation that the Proposer is enrolled in the E-Verify program. Never later than the execution a contract, the service provided must submit a fully executed, completely legible, copy of the Memorandum of Understanding between the contractor and the United States Department of Homeland Security as evidence of compliance with this requirement.

PROHIBITED CONTACTS; INQUIRIES REGARDING THE RFP – From the Release Date until a contract is awarded, parties that intend to submit, or have submitted, a Proposal are prohibited from contacting any member of the Issuer, employees, agents or other representatives of the Alabama Department of Finance or the Alabama Department of Mental Health And Mental Retardation, to discuss this RFP or the underlying transaction, except to submit questions to Richard H. Cater, Chief Legal Counsel, Department of Finance, 600 Dexter AV Suite E-310 Montgomery AL 36104. 334.242.4220 or richard.cater@finance.alabama.gov. Verbal inquiries must be limited to the RFP process. Questions on other subjects, for information or clarification, that are not limited to the RFP process must be made in writing via email, sufficiently in advance of the deadline for 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.

This RFP may also be found at <http://finance.alabama.gov/RFPs/FinancialAdvisor.pdf>

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 at Sections 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.

Team Members- As of the issuance of this RFP the team for this transaction has not been finalized.

Purpose and Scope of Services. The Alabama Mental Health Finance Authority (“Issuer” or “Authority”), is seeking proposals for financial advisor services related to its proposed Series 2012 bond issue in the anticipated amount of \$15,000,000, to be sold 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. The services

to be provided by the financial advisor will be those typically provided by a financial advisor to an entity such as the Issuer for a transaction of this nature. *The Department of Finance reserves the right to reject any or all proposals and to solicit additional proposals if that is determined to be in the best interests of the Authority. Selection of financial advisors will be the responsibility of the Authority for which services are to be provided.*

The Advisor(s) shall provide the following services to the Authority:

1. To advise on the structuring of the Proposed Bonds to best achieve the stated goals and other matters,
2. To coordinate with rating services,
3. To assist bond counsel, disclosure counsel, and authority counsel in preparing documents to implement sale of the Proposed Bonds,
4. To publicize the bond sale, including electronic forms,
5. To conduct the sale of the Proposed Bonds,
6. To assure that the sale of the Proposed Bonds is properly documented,
7. To oversee the closing of the sale of the Proposed Bonds, and
8. Any other action required to carry out the sale of the Proposed Bonds in accordance with the directions of the Authority.

2. Qualifications. Each response should include:

- A. A list of all bond issues in which your firm has served the role as financial advisor during the last 5 years,
- B. The names of the personnel in your firm who will be assigned to the performance of the services required by this RFP. *No replacement of individuals assigned to a project will be made without written approval from the Authority.*
- C. Client references relating to your recent work in tax-exempt financing.

3. Experience.

- A. Describe the organization, date founded, ownership and other business affiliations, including the number and location of affiliated offices.
- B. Provide names and resumes of key personnel to be assigned to the performance of the services required by this **RFP**. Please include contact information that includes voice phone, mailing address, fax number, and e-mail address. Resumes describing the qualifications of personnel to be utilized in the performance of the contract which must show at a minimum, the person's name, education, position and total years and types of experience relevant to the performance of the contract.
- C. Please describe your firm's experience and participation in financial transactions in the State of Alabama over the last five years. If possible, please cite instances for which your firm served the role as financial advisor for an issuer of tax-exempt debt in the State of Alabama. In the absence of such specific experience, discuss any other roles that your firm has provided to governmental entities similar to the State of Alabama during the five-year period.
- D. Describe any Securities Exchange Commission censure or litigation involving your firm in the past five years. Describe any other litigation relating to a tax-exempt financing in which your firm has been involved during the last five years.

4. Fees. Proposals must disclose and include any and all fees, costs or expenses to be charged for the services described in the Scope of Services, Section 1. No payment will be made for items not disclosed. Expenses in excess of the fixed fee may be disclosed in the form, "Plus expenses not to exceed \$ " and must describe the type expenses to be paid.

5. Submission of Proposals. Proposals must be received not later than NOON on MAY 15, 2012, in the Office of the Director of Finance, Suite N-105, Alabama State Capitol, 600 Dexter AV, Montgomery, Alabama 36130. A proposal may be delivered in a sealed envelope addressed to Clinton Carter, Deputy Finance Director, at this address. The envelope must bear the following legend: PROPOSAL FOR FINANCIAL ADVISOR SERVICES, AMHFA -2012. In the alternative, a proposal may be delivered electronically prior to the deadline to

Clinton.Carter@finance.alabama.gov. The subject line must read PROPOSAL FOR FINANCIAL ADVISOR SERVICES, AMHFA -2012. Responsibility for timely deliver rests solely on the Proposer.

6. Selection of Financial Advisor or Advisors. Upon review and evaluation of all proposals, the Issuer may select the advisor or advisors determined to best meet the needs of the Authority. Upon selection of the advisor or advisors, the Issuer may initiate negotiations for contract terms and conditions, including fees. *The Issuer may reject all proposals received in response to this RFP and solicit additional proposals.*

7. Professional Services Contract. The professional service provider selected to provide the services specified in this RFP must enter into a written contractual agreement with the Department of Finance or the Authority. The terms and conditions of such an agreement will be subject to review and approval by legal counsel for the Issuer and the Legal Advisor to the Governor.

8. Qualification to do Business in Alabama. Should a foreign corporation be selected to provide professional services in accordance with this **RFP**, it must be qualified to transact business in the State of Alabama in accordance with Section 10-2B-15.01, et seq., Code of Alabama 1975, and possess a Certificate of Authority issued by the Secretary of State at the time a professional services contract is executed.

9. Approval by the Authority. Any professional service contract resulting from this RFP is subject to the approval of the Authority and may be subject to review by the Contract Review Permanent Legislative Oversight Committee.

10. Prohibited from Bidding. Firms that serve as financial advisor on the Proposed Bonds issue will be prohibited from bidding on the competitive sale of the Proposed Bonds.

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