



REQUEST FOR QUALIFICATIONS

Solicitation No. 8005375

**BOND COUNSEL SERVICES
DISCLOSURE COUNSEL SERVICES**

Deadline for Proposal Submittal:

October 27, 2020 at 2:00 p.m. (Central Time)

*Location: DFW Airport Procurement Office
2400 Aviation Drive
DFW Airport, Texas 75261*

Airport Board Contact:

Sonji Brown-Killyon, CPPB
sbkillyon@dfwairport.com (email)

Mail or Deliver Complete Submittal Package To:

**Procurement and Materials Management
DFW International Airport
Delivery Address: 2400 Aviation Drive
Mail Address: P.O. Box 619428
DFW Airport, Texas 75261-9428**

A Pre-Submittal Conference Will Be Held:

A pre-submittal conference will be held for the purpose of discussing the requirements of the solicitation. All firms are encouraged to attend the conference, but attendance is not mandatory.

Pre-Proposal Meeting scheduled for October 6, 2020 – 9:00 a.m. (Central Time)

Request for Qualifications 8005375 - Bond/Disclosure Counsel Services
Tue, Oct 6, 2020 9:00 AM - 10:00 AM (CDT)

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OBJECTIVE

The Dallas/Fort Worth International Airport Board (the “Board”) is soliciting statements of qualifications for bond counsel services and for disclosure counsel services in connection with the issuance of bonds, notes and other debt obligations by the Dallas/Fort Worth International Airport Public Facility Improvement Corporation (“PFIC”), the Dallas/Fort Worth international Airport Facility Improvement Corporation (“FIC”), and/or the Cities of Dallas and Fort Worth, Texas (the “Owner Cities”), on behalf of the Board. The contract term will be for five (5) years, with options to renew for two (2) additional one (1)-year periods.

The Board requests qualifications from law firms or teams of law firms interested in providing bond counsel services and/or disclosure counsel services. Required services for bond counsel and disclosure counsel are described in the Required Services section of this Request for Qualifications (“RFQ”). In addition to Required Services, this RFQ describes qualifications, evaluation criteria, and form of response to serve as bond counsel and disclosure counsel. **The Board will evaluate the submittals for potential award of a contract or contracts according to the Evaluation Criteria outlined in the corresponding section for each service.**

The Board anticipates that it will award one contract for bond counsel services to one law firm or a team of bond counsel and co-bond counsel law firms, and one contract for disclosure counsel services to one law firm or team of disclosure counsel and co-disclosure counsel law firms. However, the number of contracts resulting from this RFQ, the determination of whether a contract for bond counsel services should be awarded to one or more law firms or teams of law firms, the determination of whether a contract for disclosure counsel services should be awarded to one or more law firms or teams of law firms, and the type of bond issues assigned to the various teams are matters strictly within the discretion of the Board.

The Board reserves the right to: (1) negotiate and award a contract(s) resulting from the RFQ, (2) not award a contract(s) resulting from the RFQ, (3) extend the RFQ due date, (4) amend the RFQ, (5) cancel the RFQ, and (6) waive minor technicalities. The cost of preparing a response is solely that of the respondent and the Board will not be liable for any corresponding expenses. The Board reserves the right to negotiate all resulting contract terms with selected respondents.

BACKGROUND

The Dallas/Fort Worth International Airport (the “Airport”) is jointly owned by the Owner Cities and is operated by the Board, the members of which are appointed by the Owner Cities. Under the terms of the 1968 Contract and Agreement between the Owner Cities, the Board is authorized to plan, acquire, establish, develop, construct, maintain, equip, operate, lease, regulate and police the Airport.

Pursuant to the 1968 Concurrent Bond Ordinance, as amended, and, more recently, the Master Bond Ordinance adopted by the Owner Cities in 2010, the Owner Cities have issued joint revenue bonds which are limited obligations of the Owner Cities and are payable solely from and secured solely by a pledge of Airport revenues. The Airport currently has approximately \$6.2 billion in aggregate principal amount of

obligations outstanding pursuant to the Master Bond Ordinance. The Owner Cities have also created the FIC and PFIC for the purpose of providing conduit financing for the airlines and other users of the Airport. As of the date hereof, the FIC has bonds outstanding in the aggregate principal amount of approximately \$60.23 million. The PFIC has no bonds currently outstanding.

PRE-SUBMITTAL CONFERENCE INFORMATION

A pre-submittal conference will be held on October 6, 2020 at 9:00 a.m. (Central Time) for the purpose of discussing the requirements of the solicitation. All firms are encouraged to attend the conference, but attendance is not mandatory.

It is to the firm's advantage to read all sections of the RFQ prior to the conference and advise the Board by mail or fax of any questions regarding the RFQ specifications. Responses to information requests received prior to the conference will be available to all firms in writing. Firms will be given the opportunity to ask and receive answers to questions at the pre-submittal conference. Questions requiring research or additional time for the Board's response will be distributed as an addendum to the RFQ.

COMMUNICATION AND INQUIRIES

It is respondent's responsibility to obtain clarification of any information contained herein. Respondents must submit all questions or requests for clarification ONLY in writing and ONLY to the Airport Board Contact person identified on the cover page of this RFQ. The Solicitation Number must be referenced in all correspondence pertaining to this solicitation. Respondent's contact with Board personnel other than the designated Airport Board Contact person may be cause for proposal rejection.

ADDENDA AND CLARIFICATIONS

The Board may, at its sole discretion, elect to issue changes or clarifications to this solicitation. The Board will issue changes or clarifications in the form of a written addendum. Written addenda shall be the ONLY FROM of amendment to this solicitation. Other written information or verbal communications, including but not limited to discussion in a Pre-Proposal Conference, shall not constitute a change to the requirement of this solicitation. Addenda, if issued, will be mailed, faxed, and/or emailed to all known prospective proposers and posted on the Board's website (www.dfwairport.com) prior to the date and time of the Deadline for Proposal Submittal.

It is the respondent's responsibility to ensure receipt of any addenda issued. Failure of any respondent to receive any such addendum or interpretation shall not relieve the respondent from any obligations under its proposal as submitted. The respondent must sign all addenda and return them with their proposal. All addenda shall become part of the Contract documents. Clarification to the solicitation will be issued separately and will not become part of the final contract.

MINORITY AND WOMEN BUSINESS ENTERPRISE (MWBE)

It is the policy of the Board to support the growth and development of Minority and Women Business Enterprises ("MWBEs") that can successfully compete for professional services contracts at the Airport. The Board strongly encourages MWBE firms to participate in this solicitation and encourages joint

proposals for teaming arrangements that include MWBE-certified firms. Note that subcontracting is not an option for this RFQ unless waived in writing by the Board.

The Board has established an MWBE program goal for this solicitation of thirty percent (30%) of the total dollar value associated with opinion fees to be paid pursuant to the bond counsel services contract or disclosure counsel services contract, as the case may be. MWBE law firms can count their self-performance toward meeting the MWBE goal, but only for the scope of work and at the percentage level they will self-perform.

In order to comply with the proposal requirements, a respondent must either meet the MWBE contract specific goal or demonstrate that the respondent has made sufficient good faith efforts to meet the goal. If the respondent will not meet the MWBE goal, it shall nevertheless be eligible for award of the contract if it can demonstrate to the Board that it has made good faith efforts to meet the MWBE goal. The good faith effort documentation must be submitted with the respondent's proposal.

In order to count the participation of MWBEs towards the contract goal, the MWBE must be certified by the North Central Texas Regional Certification Agency, DFW Minority Supplier Development Council or the Women's Business Council Southwest. Other certifications, such as Small Business Enterprise (SBE) or Historically Underutilized Business (HUB), are not acceptable. A firm must provide a properly completed MWBE certificate at the time of proposal submission.

In addition to having a valid certification from one of the entities listed above, the MWBE must have a place of business in the Airport's market area at the time the proposal is submitted, which is defined as Dallas, Tarrant, Collin and Denton counties. The MWBE must provide any requested documentation to establish its place of business to the satisfaction of the Board's Business Diversity & Development Department ("BDDD"). Using a post office box, private mailbox services, another person's or firm's office space, virtual offices, shared or coworking office spaces, executive suites or staffing services does not satisfy the requirement that the MWBE have a physical place of business in the relevant market area. An MWBE owner or employee living in the relevant market area does not satisfy the requirement that the MWBE have a place of business in the relevant market area. However, an MWBE majority owner who operates his/her own business solely from his/her own residence in the relevant market area satisfies the requirement that the MWBE have a physical place of business in the relevant market area.

FORMAT OF SUBMITTAL CONTENT

Submittals shall be structured and formatted as follows:

1. **Transmittal Letter (Executive Summary of Services):**

All submittals shall include a completed transmittal letter signed by an employee of the institution who is authorized to contractually bind the respondent.

- a. Maximum length of two (2) pages on law firm letterhead.
- b. Identify the service(s) for which the response has been submitted.
- c. Include an offer to negotiate indicating the respondent's understanding and agreement to comply with the terms of this RFQ and all related addenda, and stipulating that the submittal set forth remains effective for a minimum period of 150 days.
- d. Include firm's name, address and telephone number.

- e. Include the name, addresses and telephone number of a single contact person for all correspondence and notifications regarding this RFQ.
- f. Include names, addresses and telephone numbers of any other person(s) authorized to represent the firm.
- g. The original signature of a partner, principal or officer of the respondent, with a statement that the signatory is authorized to submit the submittal.

2. **Table of Contents:**

Submittals shall be submitted with a Table of Contents with appropriate page numbers for locating the required information and attachments as specified in the Submittal Requirements.

3. **Submittal**

- a. Each submittal shall be limited to a maximum of 20 pages, including exhibits and appendices.
- b. Each submittal shall be submitted in a 3-ring binder.
- c. Each submittal shall be typed in font no smaller than 11 point, on 8.5 inch by 11 inch paper, with one inch margins. Proposals may be either single-sided or double-sided pages and single-spaced for the entire submitted proposal document.
- d. Refer to each section of this RFQ for details on submittal contests.

SUBMITTAL OF RESPONSES

The Board will accept proposals no later than the Deadline for Proposal Submittal in hard copy form. The Board will not consider late proposals. All proposals submitted in response to the RFQ shall become the property of the Board and will not be returned to the proposer.

Hard copy proposals must be signed, sealed in an opaque envelope or container, and delivered to the Board's Procurement and Material Management (PMM) Offices. Unsigned, unsealed or late proposals will not be considered. **The proposer must submit one (1) original and five (5) exact copies of each proposal.** The proposal submittal must be clearly marked with the Solicitation Number, Proposal Due Date and Time and addressed to the attention of the PMM Department.

The proposer must provide all information requested in the RFQ to be considered responsive. All proposers must organize their responses in accordance with the instructions set forth herein.

REJECTION OR ACCEPTANCE OF SUBMITTALS

This Request for Qualifications does not commit the Board to award any contract.

The Board reserves the right to reject any or all submittals, to waive technicalities or irregularities, and to accept any submittal it deems to be in the best interest of the Board. The Board reserves the right to reject specific elements contained in all submittals.

DISQUALIFICATION OF RESPONDENTS

Respondents may be disqualified for non-compliance with requirements and, for any, but not limited to, of the following reasons:

1. Reason to believe collusion exists among the submitters.
2. The respondent is involved in any litigation against the Board, the City of Dallas or the City of Fort Worth.
3. The respondent is in arrears on an existing contract or has failed to perform on a previous contract with the Board.
4. The respondent's lack of financial stability.

The Board does not intend to waive conflicts under the Texas Disciplinary Rules promulgated by the Texas Supreme Court.

SELECTION OF BEST QUALIFIED SUBMITTAL

The Board will review the submittals of all respondents. On the basis of the Evaluation Criteria, the Board will determine which submittals are best qualified for the award of each contract. The Board may at any time, investigate a respondent's ability to perform work. The Board may ask for additional information about a firm and its work on previous contracts. Respondents may choose not to submit such information in response to the Board's request; however, if failure to submit such information does not clarify the Board's questions concerning the ability to perform, the Board may discontinue further consideration of a particular submittal. Please be aware that the Board may use sources of information not supplied by the respondents concerning the abilities to perform this work. Such sources may include current or past clients of the firm; current or past suppliers; articles from industry newsletters or other publications or from non-published sources made available to the Board.

INTERVIEWS

The Board intends to conduct interviews of respondents during this solicitation. Depending on the number of submittals received by the Board, it may (i) decide to interview all respondents before re-evaluating all of them; or (ii) because of the large number of submittals received, it may decide to interview only a certain number of respondents, based upon their initial rankings in the initial evaluation phase. The Board will advise all respondents how it intends to approach interviews once it receives and evaluates submittals.

SCOPE OF SERVICES

Bond Counsel

The firm or firms selected to act as bond counsel would be expected to act in that capacity for the Board and the issuer (whether the PFIC, FIC or the Owner Cities, each an "Issuer" herein) with respect to all aspects of new Board financings, annual financial reporting, and continuing disclosure with respect to existing debt, including conducting a review of previously filed disclosure items. **Firms shall be able to provide all services described in "Required Services".**

Required Services

1. Provide advice and assistance on a continuing basis, as needed, on the legal requirements of various municipal financing structures, including, but not limited to, advice concerning tax issues, securities, and responsibilities of the Board and the Issuer with respect to its debt

issuances, including representations regarding whether bond counsel or co-bond counsel, to its knowledge, is aware of any facts or omissions of facts that would make the Board's and the Issuer's disclosures untrue or misleading.

2. 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 ("IRS"), the U.S. Securities and Exchange Commission ("SEC"), and the Municipal Securities Rulemaking Board ("MSRB") which impact the Board's financings and processes including post issuance compliance.
3. Assist the Board's legal and financial staff, the Board's financial advisor and Disclosure Counsel in the preparation of official statements, including, but not limited to reviewing preliminary official statements and other documents necessary or appropriate to the authorization, issuance, sale or delivery of municipal securities.
4. Prepare all necessary legal documents in connection with the authorization, issuance, sale and delivery of bonds, certificates, notes and other debt instruments, including notices of intent to issue, agenda notices, ordinances and resolutions authorizing issuance, bid documents, closing certificates, paying agent/registrars agreements, escrow agreements, trust indentures, and other documentation as required by the Board, the Issuer, the Attorney General, the rating agencies and the insurance providers.
5. Rendering an opinion addressing the validity and binding nature of the obligations of the Issuer(s), the source of payment and security for the bonds, and, if applicable to the particular offering, the excludability of interest on the bonds from gross income under federal and state income tax law.
6. Produce and provide, within the time frame and in the format requested, multiple copies of all bond transcripts, as requested, for Board use.
7. Attend meetings and conference calls with Board staff, attend Board briefings and meetings, bid openings and bond sales, and other meetings, including, but not limited to, meetings with potential investors, rating agencies and or credit enhancement providers, as may be requested by the Board's Chief Financial Officer, Vice President of Treasury Management and/or General Counsel.
8. Provide legal advice concerning the restrictions on the expenditure of bond funds. Keep the Board abreast of federal and state law and federal tax developments which might be applicable to the Board's financing program or tax-exempt status of proposed and outstanding bonds. This may include assistance in the development of alternative financing programs for potential capital projects, evaluating state and federal legislation for the Board, and other tasks as required.
9. Request and obtain approval of bond issues from the Texas Attorney General and any other required authorities.
10. Review bond proofs and supervise the execution and delivery of the bonds or other debt instruments.

11. Assist in the preparation of a no-arbitrage certificate for the Board in connection with debt issuances and any other required IRS filings.
12. Providing any other legal services, advice or opinions as requested related to the Board's financial reporting and financing program.

Disclosure Counsel

The firm or firms selected to act as disclosure counsel would be expected to act in that capacity for the Board and the Issuer with respect to all aspects of new Board financings, annual financial reporting, and continuing disclosure with respect to existing debt, including conducting a review of previously filed disclosure items. **Firms shall be able to provide all services described in "Required Services".**

Required Services

1. Preparing and/or reviewing preliminary official statements, and other disclosure documents necessary or appropriate to the authorization, issuance, sale or delivery of municipal securities.
2. 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 IRS, the SEC, and the MSRB which impact the Board's financing and processes including post issuance compliance.
3. Preparing the continuing disclosure agreement and providing advice and assistance to the Board in filing its Annual Information Statement and other filings, as necessary, to comply with SEC Rule 15c 2-12(b)(5).
4. Providing advice generally on compliance with securities laws.
5. Performing due diligence and preparing a Rule 10b5-1 negative assurance opinion with respect to disclosure documents.
6. Participating in meetings and conference calls with Board staff, financial advisors, bond counsel, underwriters and underwriters' counsel, as necessary or appropriate.
7. Participating, when requested, in activities associated with presenting information to rating agencies, potential investors, and/or credit enhancement providers relating to legal issues affecting the Board's public finance transactions.
8. Advising Board staff as to regulatory changes with respect to disclosures.
9. Assist Board staff in documenting and updating internal written policies and procedures with respect to disclosure activities, including both initial offering documents and ongoing disclosure obligations.

10. Assist staff in monitoring disclosure requirements to help staff ensure timely and complete disclosures.
11. Providing training for Board members and staff with respect to disclosure rules, regulations and responsibilities.
12. Providing any other legal services, advice or opinions as requested related to the Board's financial reporting and financing program.
13. Assist in the preparation of annual disclosure documents that serve as annual reports, satisfying Rule 15c 2-12 continuing disclosure obligations, and incorporating by reference into official statements for bond issuance.
14. Provide disclosure counsel opinion addressed to the Board and the underwriter, if requested, on the official statement.

Submittal Contents

Interested firms must respond to this RFQ in all applicable respects. A respondent may submit its qualifications to be considered for either or both types of counsel services; provided, however, that no one firm or team of law firms will be awarded contracts to perform both bond counsel and disclosure counsel services. Each response must indicate the type of counsel services for which the firm is submitting its qualifications, and include the information requested below. A submittal that does not include the information required below may be deemed non-responsive and subject to rejection.

Management and Qualifications

1. Describe the legal services which your firm(s) could provide to the Board. State whether your firm(s) can provide all of the services in the RFQ Scope of Services. Identify any services that your firm(s) cannot provide and how you would propose to fulfill the scope of services under those circumstances.
2. State the names of the partners and associates who would be assigned to the Board's account, describe the expected services to be provided by each attorney, provide their resumes and describe their anticipated commitment of time to the Board's account. Identify the partner in charge and, for this partner, provide three (3) client references relating to engagements similar to the one described in this RFQ.
3. Describe your firm's experience related to the Scope of Services for which you are responding, including a brief summary of any notable transactions, issues and/or matters handled by your firm which best demonstrate your firm's expertise and capabilities, including, but not limited to, your firm's specific experience related to:

- a. Large hub airports and other large municipal issuers, and comparable in size/types of financings represented by the Board's outstanding debt, including offerings by non-profit corporations, such as local government corporations. Include any relevant experience with Texas commercial airports.
 - b. Assisting municipal issuers with compliance with various Dodd-Frank provisions;
 - c. Identifying specific public finance transactions your firm has worked on as legal counsel in the last five (5) years, including, but not limited to, the date of the transaction, type of transaction, name of issuer, par amount of borrowing, description of the projects, the firm's role in the transaction and whether the transaction was taxable or tax-exempt;
 - d. Approach to applicable federal securities laws and regulations;
 - e. Tax matters and the specialized tax advice beyond normal bond counsel services, if any. Identify those attorneys that practice full time in the area of public finance tax law and the office location of such attorneys. Describe the experience of the firm(s) in obtaining rulings from the IRS; and
 - f. Identifying the public finance practice areas in which your firm has particular expertise or specialization.
4. Provide a detailed description of:
- a. Any litigation or administrative proceeding in which the firm was a party in any matter related to the professional activities of the firm during the five (5) year period prior to the date of this RFQ;
 - b. Litigation, investigation, or proceeding in which a court or administrative agency is addressing any question relating to the professional activities of the firm or its members;
 - c. Any notice of official action, administrative inquiries, or formal SEC, MSRB or IRS challenges pertaining to any public finance matter in which the firm served as bond counsel, underwriter's counsel, disclosure counsel or other form of special counsel in a public or private financing transaction; and
 - d. Any expertise that the firm has in the areas of municipal, environmental, FAA regulatory, pension and health benefits or securities law.
5. Describe the process, procedures and controls used by the firm to control documents and subsequent changes. Describe your experience and abilities to coordinate with filing documents with EMMA.

6. Describe the names, proposed roles, background (especially the attorney's public finance background), office location and availability of personnel that would work on the Board's account.
7. In a narrative statement, confirm that the firm is listed in the "Municipal Bond Attorneys" section of the most recent edition of *"The Bond Buyer's Municipal Marketplace"*.
8. Confirm that the firm has and will maintain in full force and effect, during its representation of the Board in work related to the Board's Scope of Services, insurance meeting the requirements set forth in Attachment A, including, but not limited to, professional liability insurance through an "A-" (or equivalent) Best-Rated insurance carrier in an aggregate amount of not less than \$10 million. The professional liability insurance shall include coverage for practice in the field of federal and state securities **and tax law**.
9. Identify any relationships or activities that might present a conflict of interest if your firm is selected as bond counsel or disclosure counsel for the Board's public finance transactions. Additionally, provide a detailed description of firm's existing system for identifying conflicts of interest. **A conflict would include, without being limited to, the representation of any party in a matter adverse to the Board or the Owner Cities to which a waiver had not been previously granted by the Board or the Owner Cities.** Provide sufficient facts, legal implications, and possible effects so that the Board may evaluate the significance of each potential conflict. Describe how the firm proposes to resolve a conflict of interest situation that may arise during the firm's representation of the Board as bond counsel or disclosure counsel.

MWBE Participation

1. Include the following completed forms with your submittal:
 - a. Work Force Composition Form.
 - b. MWBE Certificates from an approved certification agency, if applicable.
 - c. Good Faith Effort Plan & Support Documentation, if applicable. (See Attachment B)

EVALUATION PROCESS

This solicitation contemplates a multi-step process.

1. First, all qualifications statements that are timely submitted will be reviewed for responsiveness and respondents will be reviewed for responsibility.
2. Second, if a respondent is deemed responsible and its qualifications statement is deemed responsive, that respondent will advance to the Criteria Evaluation Phase. During the Criteria Evaluation Phase, respondents will be ranked according to qualifications. The Criteria Evaluation Phase will be conducted in 2 steps: (i) initial evaluations based upon the content of submitted qualifications statements; and (ii) subsequent re-evaluations based upon interviews of respondents.

3. Third, Board will schedule a negotiation with the top-ranked respondent for each type of counsel services for the purpose of attempting to negotiate a fair and reasonable price for those services. If the Board and the top-ranked respondent for each type of services are able to successfully negotiate a fair and reasonable price for those services and the Board otherwise determines that an agreement will be awarded, an agreement will be provided to the successful respondent for each type of service for execution. If the Board and the top-ranked respondents are unable to negotiate a fair and reasonable price for the services, the Board will formally discontinue such negotiations and attempt to negotiate an agreement with the next ranked respondent for that particular type of counsel services. The Board will continue this process until it is able to successfully negotiate an agreement for each type of counsel services or, instead, determines it is in its best interests to (i) re-engage with a firm that was earlier declared at an impasse, or (ii) cancel the solicitation for the particular type of counsel services for which it has been unable to successfully negotiate an agreement.

EVALUATION CRITERIA

A comprehensive, fair, and impartial evaluation will be made of all submittals received in response to this RFQ. Each submittal received will be analyzed to determine overall qualifications to perform the specific services requested under the RFQ. An Evaluation Committee comprised of Board staff will determine the responsiveness and acceptability of each submittal and determine which firm(s) are best qualified for the award of each contract. Final selection will be approved by the Board.

The Evaluation Committee will consider the following factors:

1. **Experience and Qualifications (50 points):** Experience as bond counsel or disclosure counsel of the partners and associates who would be assigned to the Board's account. This would include experience of the firm(s) and attorneys assigned to the account with financings of large hub airports and/or other large municipal issuers, particularly Texas issuers, and comparable in type/size to financings represented by the Board's outstanding debt, and the qualifications of the attorneys proposed to serve the Board's account and the commitment of time (especially by the partner in charge) and other resources to the Board. Responses by references will be included to evaluate the experience and qualifications of the firm(s).
2. **Firm(s) location and availability to Board staff (20 points):** Ability of firm(s) to have an attorney(s) readily available in order to address urgent issues that may arise from Board Staff as well as the availability to attend committee and Board meetings.
4. **Approach to the Assignment (15 points):** Describe how the firm(s) will approach the representation of the Board as bond counsel or disclosure counsel, as applicable, including the types of services offered by the firm(s), and, if appropriate, how a co-bond counsel or co-disclosure counsel arrangement would work, including the roles and responsibilities of each participant.
5. **Diversity & Inclusion Initiatives (15 points):** This category will be evaluated based on a two-step process:
 - a. Step One: Initial proposal will be evaluated based on:

- i. **Affirmative Action Plan.** Firm's Affirmative Action Plan and/or diversity and inclusion policy statement; to include goals with respect to hiring staff for the proposed project. Such plan shall include, but not be limited to: goals for women and minorities for management and non-management positions.
 - ii. **Private sector participation.** Firm's ability to demonstrate MWBE participation on private sector work or on contracts that require no goals. How is the overall effectiveness of your firm's diversity and inclusion initiatives measured? Is it tied to a goal or metric? If so, what is the goal/metric and how have you performed in relation to the goal historically?
 - iii. **Team selection.** Explain the selection of your team composition including diversity within the team and any opportunities given to team members that may be new to your team and why they were selected.
 - iv. **Teaming arrangement.** If applicable, explain how the teaming arrangement between co-bond counsel or co-disclosure counsel will work and the proposed division of work between firms.
- b. **Step Two:** For firms that are interviewed, those interviews will be evaluated based on the firm's responses to questions from the Business Diversity & Development Department's representative regarding the initial proposal(s).

AWARD AND TERM OF CONTRACT

Method of Award

The selection and award of one or more contracts as a result of this RFQ will be made to the respondent(s) on the basis of demonstrated competence and qualifications to perform the services at fair and reasonable prices. All awards shall be based on the evaluation criteria.

The bond counsel services contract will commence on or about January 1, 2021. The term of this contract will be for five (5) years, and have options to renew for two (2) additional one (1)-year periods. The contract will be awarded to the respondent(s) whose submission is recommended by the evaluation committee and subsequently approved by Board. The Board will require the selected respondent(s) to execute a contract for bond counsel services in substantially the same form as the sample attached (Attachment C).

The disclosure counsel services contract will commence on or about January 1, 2021. The term of this contract will be for five (5) years, and have options to renew for two (2) additional one (1)-year periods. The contract will be awarded to the respondent(s) whose submission is recommended by the evaluation committee and subsequently approved by Board. The Board will require the selected respondent(s) to execute a contract for disclosure counsel services in substantially the same form as the sample attached (Attachment D).

No work shall commence until the contract document(s) are signed, respondent(s) have provided necessary evidence of insurance as required in this RFQ and the respondent(s) have complied with the

requirements of Government Code §2252.908 – Certificate of Interested Parties (see below). In the event the parties cannot negotiate and execute a contract within the time specified, the Board reserves the right to terminate negotiations with the selected respondents and commence negotiations with another respondent. If selected to provide the services, responses to the RFQ will be considered as part of the firm's contractual responsibilities. Misrepresentation of the respondent's ability to perform as stated in the submittal shall result in cancellation of the contract award. The Board reserves the right to withdraw or reduce the amount of an award, or to cancel the contract resulting from this procurement if adequate funding is not available. The Board reserves the right to reject any or all submittals and to waive any irregularity in submittals received and accept other than the lowest offer subsequent to receipt and evaluation of submittals and completion of interviews. Respondent understands and agrees that if selected, it and persons designated by it to provide services in connection with a contract(s), is and shall be deemed to be an independent contractor of the Board, responsible for its respective acts or omissions; and the Board shall in no way be responsible for respondent's actions, and that neither party hereto will have authority to bind the other or to hold out to third parties, that is has such authority.

CERTIFICATE OF INTERESTED PARTIES

Effective January 1, 2016, all contracts executed by the Board will require completion of Form 1295 "Certificate of Interested Parties," pursuant to Texas Government Code Section 2252.908. **The Board may not enter into a contract with a respondent unless the respondent submits a signed and notarized copy of the completed Form 1295 to the Board at the time the respondent submits the signed contract to the Board.** Information regarding how to use the filing application is available on the Texas Ethics Commission website at the following link:

https://www.ethics.state.tx.us/whatsnew/elf_info_form1295.htm

After the Board signs the contract, the Board will notify the Texas Ethics Commission, using the Commission's filing application, of the receipt of the filed Form 1295 and certification of filing not later than the 30th day after the date the contract binds all parties to the contract. The Commission will post the completed Form 1295 to its website within seven business days after receiving notice from the Board.

ATTACHMENTS

Exhibit A – Insurance Requirements

Exhibit B – MWBE Contract Provisions

Exhibit C – Sample Bond Counsel Services Contract Form

Exhibit D – Sample Disclosure Counsel Services Contract