

HAMPTON ROADS TRANSPORTATION ACCOUNTABILITY COMMISSION

REQUEST FOR PROPOSALS  
FOR PROFESSIONAL SERVICES\*

## **Bond Counsel Services**

ISSUED: September 4, 2015

**Proposal Number: FY16-001**

*\*The contract that will be entered into as a result of this Request for Proposals involves the purchase of legal services, which contract is exempt from the requirements of the Virginia Public Procurement Act under Section 2.2-4344 of the Virginia Code. The Hampton Roads Transportation Accountability Commission does not intend for this Request for Proposals to be subject to any of the requirements of the Virginia Public Procurement Act. The procedures set forth herein are those selected by the Commission in its sole discretion in order to help guide the process for this specific contract and to communicate the Commission's expectations. The Commission, in its sole discretion, reserves the right to reject any or all responses, to waive any irregularity in any response, to accept or reject any item or combination of items and to modify or replace the procedures set forth herein.*

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**Attachments**

Attachment A Conflicts of Interest Disclosure Statement  
Exhibit I VDOT August 20, 2015 “HRTAC Projects Status”

**Bond Counsel Services**  
**Request for Proposals (“RFP”)**  
**Hampton Roads Transportation Accountability Commission**

**1. General Description**

The Hampton Roads Transportation Accountability Commission (“HRTAC” or the “Commission”) was created by act of the General Assembly in 2014 (HB 1887). The Commission manages the use of the Hampton Roads Transportation Fund (“HRTF”), which was created by act of the General Assembly in 2013 (HB 2313) to provide a reliable source of funds to support the construction of highway systems in the Hampton Roads region. The 23-member Commission consists of mayors and chairs from 14 different cities and counties located within Hampton Roads, state legislators from the region, and representatives from other state transportation agencies. The HRTAC is also advised by its Finance, Technical Advisory, and Bylaws committees. Additional information concerning HRTAC, including the names of the members of the Commission and its committees, and the revenue sources for the HRTF may be found at [www.hrtac.org](http://www.hrtac.org) (the “Commission Website”).

**2. Overview of Planned Activities**

Within Hampton Roads, the Hampton Roads Transportation Planning Organization (“HRTPO”) is responsible for planning and programming transportation improvements. In October 2013, prior to the creation of HRTAC, the HRTPO endorsed nine initial candidate projects for development with the HRTF revenues. Last year, following the creation of HRTAC, the Virginia Secretary of Transportation presented HRTAC with an initial financial plan to construct certain of those projects and to further development activities with others. The plan was provisional and assumed a “pay as you go” model. HRTAC’s Technical Advisory Committee is currently working with Public Financial Management, Inc. to develop a funding plan for all nine projects, which plan may include various financing strategies, including nonrecourse bonds secured by the HRTF revenues and/or toll revenues. (The nine projects are further described in Exhibit I attached hereto.) The Technical Advisory Committee plans to recommend a funding plan to the Commission before the end of this year and it is anticipated that the Commission may pursue a bond offering during the latter half of 2016 with an anticipated closing during the first quarter 2017.

**3. Project Financing Summary**

At this time, HRTAC has not developed the financing structures that will be used in connection with the funding plan. However, PFM has indicated that a series of bonds may be issued as part of a system-wide financing strategy. The Commission would like to begin its preparatory work with bond counsel in anticipation of those issuances and to plan to address any items that may require advance activities, such as a bond validation proceeding.

#### **4. Scope of Services**

The Commission is soliciting bond counsel to provide legal advice and services in connection with the financing activities described above (the “Services”), which may include responsibility for helping to develop and coordinate a debt structure (such debt structure may involve tax-exempt revenue bonds that are secured by HRTF or toll revenues, TIFIA loans, VTIB loans and other similar governmental loans), for obtaining a court order from a Virginia state court of competent jurisdiction that validates the Commission’s initial bond issuances, and for delivering the necessary legal documents and services in connection with the Commission’s proposed bond offerings, including, without limitation:

- Negotiating, preparing, reviewing and delivering documents related to debt financings, including but not limited to financing agreements, loan agreements, trust indentures (which may include a master toll revenue trust indenture), and escrow agreements;
- Reviewing preliminary official statements, final official statements and other disclosure documents necessary or appropriate for the authorization, issuance, sale and delivery of bonds and other indebtedness;
- Preparing resolutions, notices and other documents required for the valid issuance of Commission bonds, notes, bond anticipation notes and other indebtedness instruments;
- Assisting the Commission in reviewing proposals for debt financing with underwriters and credit enhancers and negotiating agreements with all appropriate parties;
- Rendering the necessary bond counsel and other required opinions for the authorization and issuance of bonds and other indebtedness and the exclusion of interest paid on the bonds and other indebtedness from gross income for federal and Commonwealth income tax purposes;
- Advising on continuing compliance with Federal and Commonwealth tax, securities and other applicable law and any changes thereto, including ongoing compliance with the continuing disclosure requirements of the Securities and Exchange Commission Rule 15c-2-12 as amended;
- Advising on federal arbitrage rules regarding investment of bond and loan proceeds; preparing any Internal Revenue Service filings required by the Internal Revenue Code, as needed, both at closing and during the life of the indebtedness; preparing any other arbitrage-related closing document, rendering such other written opinions of bond counsel pertaining to the investment of proceeds as required; advising on continuing compliance with federal arbitrage rules, including the investment, expenditure, collection, and application of monies used to repay bonds, commercial paper, and other indebtedness;

- Advising the Commission on continuing compliance with any trust indenture and other financing documents; and
- Attending meetings either in person or on conference calls with all applicable parties, such as underwriters, credit enhancement parties, appropriate ratings agencies, and any other party involved in debt financing transactions.

#### **4.1 Contract Term**

It is anticipated that the engagement for Services would continue until at least the closing of the initial bond offerings (including, if applicable, an initial toll revenue bond offering). The Commission and counsel may thereafter mutually agree to continue the engagement for subsequent debt financing transactions. The Commission does not anticipate multiple firms serving as “co-” bond counsel on any single offering. However, it is possible that the Commission may use multiple firms on an alternate basis for successive offerings. The contract regarding the engagement of Services under this RFP will address the Commission’s right to terminate the engagement for convenience.

### **5. Insurance Requirements**

Any firm (a “Proposing Firm”) that submits a proposal in response to this RFP (a “Proposal”) must provide the Commission with Certificates of Insurance confirming the following coverages:

1. General liability policy, on an occurrence basis:
  - a. Combined Single Limit      \$1,000,000
  - b. General Aggregate Limit      \$2,000,000
2. Worker’s Compensation Insurance policy, meeting the requirements for the state of the Proposing Firm’s office location(s).
3. Automobile liability policy for vehicles used by the Proposing Firm in connection with the Services.
  - a. Combined Single Limit      \$1,000,000
  - b. General Aggregate Limit      \$2,000,000
4. Professional Liability Policy setting forth the limits of coverage carried by the Proposing Firm on a per claim and aggregate basis.
5. The HRTAC, its Commissioners, and its Staff will be named as additional insureds on all policies.

## **6. Proposal Requirements**

Proposing Firms shall prepare Proposals simply and economically, providing a straightforward, concise description of the Proposing Firm's capabilities to satisfy the requirements of this RFP. Emphasis should be on completeness and clarity of content. Elaborate brochures beyond that sufficient to present a complete and effective Proposal are neither required nor desired.

All pages are to be 8 1/2" X 11" and printed on one side, with single-spaced type no smaller than 12 point font. The Proposal should be organized by the following categories:

### **6.1 Transmittal Letter**

Provide a brief overview of the Proposing Firm and a statement describing specialized experience and competence relating specifically to providing the Services.

### **6.2 Technical Proposal**

#### **6.2.1 Executive Summary**

Provide a two-page narrative summarizing the Proposing Firm's understanding of the types of financing that may be incorporated into the Commission's funding plan, including tax-exempt revenue bonds, whether secured by HRTF or toll revenues, TIFIA loans and VTIB loans, as well as any benefits the Commission will realize in selecting the Proposing Firm. Benefits may include any unique or specialized processes or organization, staff qualifications, capabilities, best practices or other factors that distinguish the Proposing Firm from other firms.

As noted above, the Virginia Public Procurement Act does not apply to this RFP. An evaluation committee will assess the elements of each Proposing Firm's technical proposal, but will use its sole discretion to assess how those elements, individually or in the aggregate, compare among the Proposing Firms. (Additional information is provided in Section 8 below.)

#### **6.2.2 Firm Capabilities, Experience and Qualifications**

Provide narrative descriptions of the Proposing Firm's qualifications as they pertain to:

- a. Its practice in municipal/public finance and experience in the following areas:
  - General municipal finance experience;
  - Transportation revenue bond experience including non-recourse toll revenue bonds;
  - TIFIA Loan; and
  - VTIB Loans;

- b. Experience with financings of comparable issuers, and financings of similar size, types and structures, especially within the Commonwealth of Virginia; and
- c. Experience with and its approach to applicable federal securities laws and regulations.

Provide a list of five (5) similar projects performed during the past five (5) years including both previously completed as well as currently active projects, including:

- a. Client name;
- b. Attorney in charge;
- c. Client contact person;
- d. Client contact telephone number;
- e. Client contact e-mail address; and
- f. Role (*e.g.*, bond counsel or underwriter's counsel).

### **6.2.3 Individual Team Member Capabilities and Qualifications**

Proposals should include a brief biographical narrative to indicate experience and capabilities appropriate to the role and responsibility that each team member will perform in connection with the Services. For the partner that will be primarily responsible for coordinating and providing the Services, include the name, address and telephone number for at least three client references. (It is preferred, but not required, that these client references be in connection with the projects identified in the "Firm Capabilities, Experience and Qualifications" section.) Please include an organizational chart showing key team member names, positions, titles and reporting relationships. One-page resumes for key team members should be included as an Appendix.

#### **6.2.3.1 State Bar and Professional Responsibility**

Each Proposing Firm shall certify that the attorneys listed to perform the Services are all in good standing with their respective state bars and shall endeavor to maintain such standing for the duration of the engagement. Each Proposing Firm should also list any other licenses that those attorneys hold that are relevant to this engagement. Should the professional status of any of the listed attorneys change, the Proposing Firm shall notify the Commission within three (3) business days. Each Proposing Firm must also certify that the individuals listed as potential timekeepers agree to exercise professional due care in the fulfillment of their obligations under this RFP.

## 6.2.4 Detailed Work Plan

The Proposing Firm should describe in a work plan (the “Work Plan”) the methodology it will use to accomplish the Services described above. The Work Plan should respond to the following items:

- a. Approach to prosecuting a bond validation proceeding;
- b. Approach to structuring liens of multiple funding sources;
- c. Approach to drafting an indenture;
- d. Key bond documents and other documents required for successful financing;
- e. Key legal documents and milestones if TIFIA and/or VTIB financing is obtained;
- f. Keeping the Commission informed of any changes in laws and regulations that may affect the financings.

The above items are not presented in any order of priority and the Proposing Firm does not need to respond to them in the order presented. If the Proposing Firm believes additional items should be considered in connection with the delivery of the Services, provide that information.

The Work Plan should include a discussion of the Proposing Firm’s means to maintain budget, maintain the required schedule, and deliver quality legal documents and advice.

The Work Plan should also provide sufficient narrative to provide the Commission the basis to fully and completely understand the scope and level of effort the Proposing Firm plans to undertake to successfully complete the Services.

### 6.2.4.2 Conflicts of Interest

- a. Conflicts of Interests Under the Applicable Rules of Professional Responsibility

Any attorney or firm selected for this engagement would be precluded from representing any client in any matter against the Commission or its employees. This prohibition will extend to any member of the Proposing Firm. If a Proposing Firm is representing clients or previously represented clients in matters where the exercise of professional judgment in connection with providing the Services under this RFP might be affected, identify and describe each situation. Please complete Attachment A, the Conflicts of Interest Disclosure Statement, and include the following:

- i. If you are representing clients in litigation with the Commission, any of the fourteen cities or counties embraced by the Commission, as specifically identified within the Commission Website (the “Constituent Jurisdictions”), a Commonwealth agency, or the Commonwealth itself, identify and describe each situation;

- ii. If you are representing clients in contract, litigation, or other matters where, in your judgment, the exercise of your professional judgment on behalf of the Commission might otherwise be affected, identify and describe each situation;
  - iii. If any member of, or associate in, your firm serves on any board, council, commission, committee or other organization related in any way to any public body related to this RFP, including any Constituent Jurisdiction, identify each individual, provide the title of each individual, and the capacity in which he or she serves with that board, council, commission, committee or other organization;
  - iv. If any member of, or associate in, your firm serves as a member of the General Assembly, give the name and title of each individual; and
  - v. Please acknowledge your ongoing commitment to identify client conflicts and notify the Commission of conflicts issues as soon as possible and practicable.
- b. Conflicts of Interests Under the Virginia State and Local Government Conflicts of Interest Act

The members and employees of the Commission (and certain contracts entered into by the Commission) also are subject to applicable Virginia laws relating to conflicts of interest, including the Virginia State and Local Government Conflicts of Interest Act (the “Conflicts of Interest Act”). If a Proposing Firm is aware of any fact or matter that would constitute a “personal interest” of any “employee” or “officer” (as those terms are defined by the Conflicts of Interest Act) of the Commission (and, in certain cases, personal interests of their respective family members and business affiliates) that would be implicated by the submission or consideration of the Proposing Firm’s Proposal, such Proposing Firm must disclose such fact or matter on Attachment A. (The definition of “officer” under the Conflicts of Interests Act would cover members of the Commission and its committees.)

#### **6.2.4.3 Location of Work**

Indicate the percentage of work in connection with the Services that will be performed in a Virginia office, and the percentage that will be performed out-of-state. A firm is not required to perform all of the Services in Virginia, but location will be considered in the evaluation. (The Virginia office must be an existing operating office staffed and equipped to perform work of a similar nature to that required in the Services.)

### **6.3 Fee Proposal**

Proposing Firms shall submit a detailed fee proposal, including a breakdown of charges for each type of task includes billing rates, person hours (for each attorney and staff category), summary of expenses, and all other relevant information.

#### **6.3.1 Fixed Price Work**

The fee proposal should contain a breakdown of those facets of the Services that the Proposing Firm is prepared to provide for a fixed/all-inclusive maximum price. Examples of

different facets may be: consultation during planning; a bond validation proceeding; and an offering. If the maximum price will be dependent upon a fact that must be developed, such as the size or type of offering, please provide the methodology that could be used to determine the cost. If a Proposing Firm plans to credit fees paid during planning against a fixed fee later earned, that should be specified. The Proposing Firm may discuss methods of compensation and budgeting it has used in the past with other similar engagements.

Prior to making a selection of bond counsel, the Commission may enter into negotiations with one or more Proposing Firms concerning the fee arrangement that would apply. Fees will be an important factor, but the Commission will have discretion to select a firm whose engagement is expected to meet the Commission's objectives and provide the Commission with the best value overall.

### **6.3.2 Out-of-pocket Expenses**

If any out-of-pocket expenses are not covered by your fees or a fixed/all-inclusive maximum price, identify those out-of-pocket expenses.

#### **Rates for Additional Professional Services**

If it becomes necessary for the Commission to request the Proposing Firm to render additional services to either supplement the Services requested in this RFP or to perform additional work as a result of the specific recommendations included in any report issued on this engagement, then such additional work shall be performed only if set forth in a new, mutually executed contract between the Commission and the Proposing Firm. Provide a schedule of fees and expenses that the Proposing Firm would be prepared to use for those additional services.

## **7. Procurement Schedule**

### **7.1 Key Dates**

- Receipt of Proposals by September 21, 2015.
- Optional interview(s) with selected Proposing Firm(s) to discuss final submittals and pricing structure October 2, 2015. (This date is provisional. The Commission will confirm any such date shortly after the submittal deadline.)
- Week of October 5, 2015 – Negotiation of formal contract with one or more Proposing Firms.
- Recommendation by evaluation committee to Commission on or about October 15, 2015.
- Execution of contract on or about October 16, 2015.

## 7.2 Interpretation of Documents

Any comments or questions concerning this RFP should be directed in writing to Mr. Kevin Page, HRTAC Executive Director, 723 Woodlake Drive, Chesapeake, Virginia 23320, and shall be received by 9:00 am (Eastern) on September 14, 2015. The Commission will endeavor to provide answers to questions by 5:00 pm (Eastern) on September 16, 2015. The Commission is not responsible for any explanation, clarification or approval made or given in any manner except by an addendum. Any addendum will be posted to the Commission's procurement website:

<http://hrtac.org/page/procurement/>

All addenda that are issued shall constitute part of the RFP.

## 7.3 Submittal Deadline

Proposals must be submitted with one electronic (PDF) and eight paper copies and received no later than **4:00 pm (Eastern) on September 21, 2015.**

Send to: Mr. Kevin B. Page  
Executive Director  
Hampton Roads Transportation Accountability Commission  
The Regional Building  
723 Woodlake Drive  
Chesapeake, Virginia 23320  
[kpage@hrtac.org](mailto:kpage@hrtac.org)

## 8. Evaluation Criteria

During the evaluation phase, an evaluation committee will independently review each Proposal, assess its merits and compare it against the other Proposals. The evaluation committee, in its sole discretion, may elect to use a numerical weighting system to compare Proposals. The evaluation committee, in its sole discretion, may invite one or more Proposing Firms for face-to-face interviews to clarify information received in the Proposals.

## 9. Other Provisions

### 9.1 Non-Discrimination

During the performance of the Services, the Proposing Firm agrees as follows:

- a. The Proposing Firm will not discriminate against any employee or applicant for employment because of race, religion, color, sex, or national origin, except when religion, sex, or national origin in a bona fide occupational qualification reasonably necessary to the normal operation of the Proposing Firm. The Proposing Firm agrees to post in conspicuous places, available to employees and applicants for employment, notices setting forth the provision of this non-discrimination clause;

- b. The Proposing Firm, in all solicitations or advertisements for employees placed by or on behalf of the Firm, will state that such Proposing Firm is an equal opportunity employer; and
- c. Notices, advertisements, and solicitations placed in accordance with Federal law, rule or regulation shall be deemed sufficient for the purpose of meeting the requirements of this section.

## **9.2 Accounting Controls to Meet FAR Audit Requirements**

All Proposals must reference internal accounting systems that meet any applicable federal requirements, including acceptance of any required federal audit requests.

## **9.3 Civil Rights Acts Compliance**

The Commission assures compliance with Title VI of the Civil Rights Act of 1964, as amended. Upon request, the Proposing Firm will be required to submit a Title VI Evaluation Report (EEO-D2).

## **9.4 Discrimination Disclaimer**

The Commission does not discriminate against an offeror because of race, religion, color, sex, national origin, age, disability, or any other basis prohibited by state law relating to discrimination in employment.

## **9.5 Records Retention**

The Proposing Firm shall retain all books, documents, papers, accounting records and other evidence supporting the costs incurred, and other records in connection with the Services in accordance with applicable legal requirements and rules of professional responsibility.

**Attachment A**  
**CONFLICTS OF INTEREST DISCLOSURE STATEMENT**

Proposing Firm's Name: \_\_\_\_\_

**1.     *Disclosure of Matters That May Constitute a Conflict Under the Applicable Rules of Professional Responsibility:***

*See Section 6.2.4.1.a of the RFP for a description of items that must be addressed. If applicable, please do so in the space below.*

**2.     *Disclosure of Matters That May Constitute a Conflict Under the Virginia State and local Government Conflicts of Interest Act:***

*See Section 6.2.4.1.b of the RFP for a description of items that must be addressed. If applicable, please do so in the space below.*

**3. Certification**

The undersigned hereby certifies that, to the best of his or her knowledge and belief, no interest exists that is required to be disclosed in this Conflicts of Interest Disclosure Statement, other than as disclosed above.

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Signature

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Name

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Title

---

Name of Proposing Firm

---

Date

**Exhibit I**  
**VDOT AUGUST 20, 2015 “HRTAC PROJECTS STATUS”**

*See attached.*



## HRTAC PROJECTS STATUS

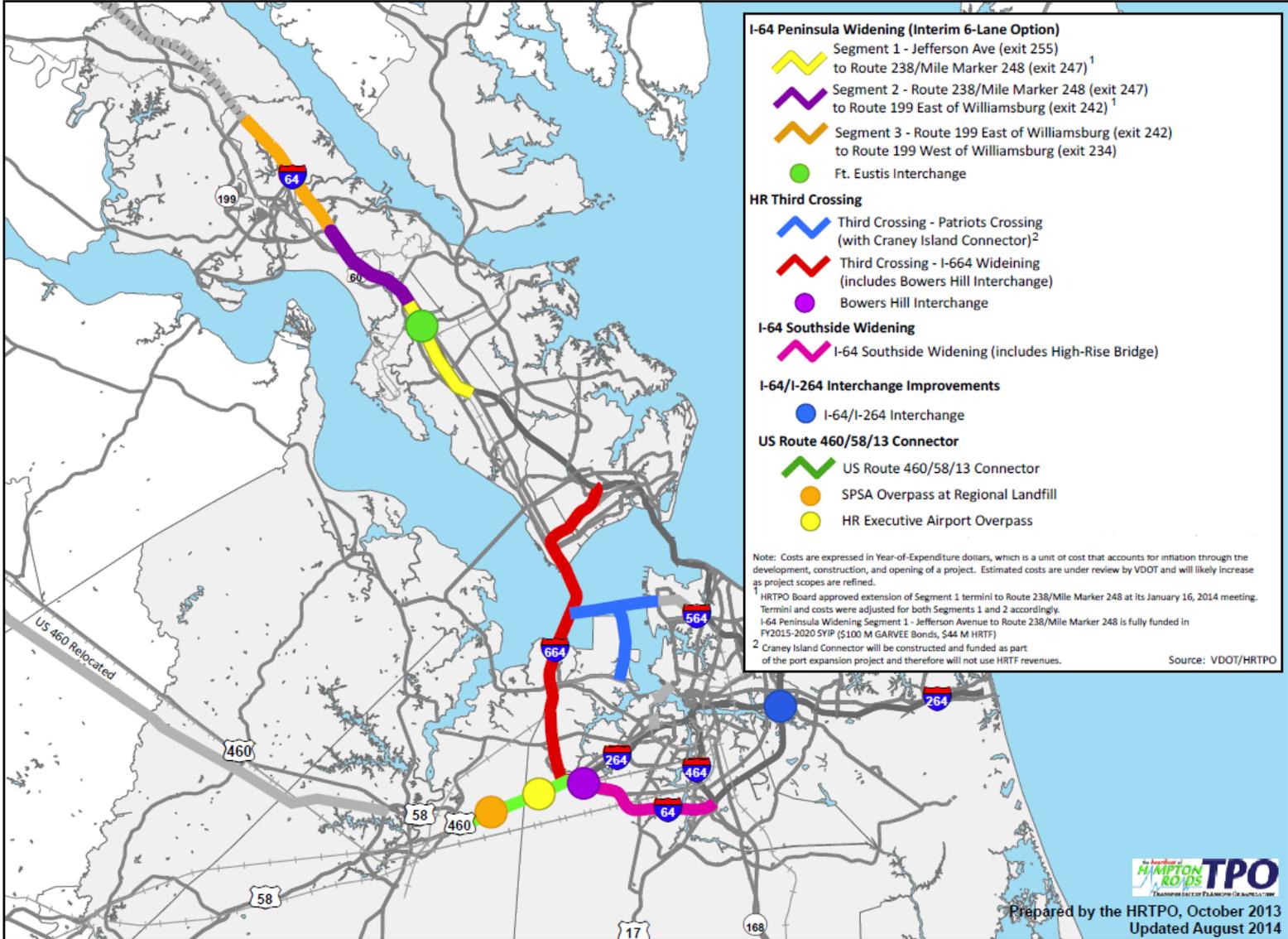
August 20, 2015

**James W. Long, III, P.E., DBIA**

District Major Projects Delivery Director  
Hampton Roads District



# HRTF Candidate Projects



# Status of HRTAC Projects

Project	Est.	Allocation		Status
		Fed/State	HRTF	
I-64 Widening – Segment I (UPC 104905)	\$144M	\$100M	\$44M	<ul style="list-style-type: none"> <li>Right Shoulder Work Starts in September</li> <li>Left Lane Widening Starts in March 2016</li> </ul>
I-64 Widening – Segment II (UPC 106665)	\$213M	\$0	\$6M	<ul style="list-style-type: none"> <li>Shortlisted 3 D/B Teams</li> <li>Technical Proposals due 9/23</li> <li>Price Proposals due 11/2</li> <li>Award scheduled for December CTB Meeting</li> </ul>
I-64 Widening – Segment III (UPC 106689)	\$311M	\$0	\$0	<ul style="list-style-type: none"> <li>Work planned to start in Summer 2017; depending upon funding</li> </ul>
Fort Eustis Blvd Interchange (UPC 106700)	\$180M	\$0	\$0	<ul style="list-style-type: none"> <li>Interchange Operational Analysis planned for Spring 2017, depending upon funding</li> </ul>
I-64/I-264 Interchange (UPC's 17630 & 57048)	\$345M	\$17M	\$70M	<ul style="list-style-type: none"> <li>Phase I Advertise – 4/2016</li> <li>Phase II Advertise – 1/2017</li> <li>RW Phase currently ongoing</li> </ul>

# Status of HRTAC Projects

Project	Est.	Allocation		Status
		Fed/State	HRTF	
I-64 Southside Widening including the High Rise Br. (UPC 106692)	\$1.8B to \$2.3B	\$0	\$20M	<ul style="list-style-type: none"> <li>Request for ROD is awaiting HRTAC Financial Plan &amp; the final 2040 Long Range Plan</li> <li>Working on Potential Independent Operational Segments and Phasing</li> <li>Working with USCG and other agencies to set a Preliminary Bridge Height</li> </ul>
Hampton Roads Crossing Study (HRCS) SEIS (UPC 106724)	\$5M	\$0	\$5M	<ul style="list-style-type: none"> <li>Revisits 2001 Final EIS</li> <li>CIM's for Alternatives – Dec 2015 / Jan 2016</li> <li>Public Hearings for Draft SEIS – Summer 2016</li> <li>Final Document – Summer 2017</li> </ul>
Patriots Crossing (with Craney Island Connector)	\$4B	\$0	\$0	<ul style="list-style-type: none"> <li>No Work Performed</li> <li>Included in SEIS noted above</li> </ul>
I-664 Widening including Bowers Hill Interchange	\$4B	\$0	\$0	<ul style="list-style-type: none"> <li>No Work Performed</li> <li>Included in SEIS noted above</li> </ul>
Route 460/58/13 Connector	\$150M	\$0	\$0	<ul style="list-style-type: none"> <li>Not Funded</li> <li>No Work Performed</li> </ul>

# Status of HRTAC Candidate Project

Project	Est.	Allocation		Status
		Fed/State	HRTF	
I-64/I-264 Interchange Improvements	TBD	\$0	\$0	<ul style="list-style-type: none"> <li>• Improve remaining movements between I-64 and I-264</li> <li>• Not Funded</li> <li>• No Work Performed</li> </ul>

# Schedule Overview thru 2018

CY	2015				2016				2017				2018			
I-64/I-264 Interchange Phase I																
I-64/I-264 Interchange Phase II																
I-64 Peninsula Segment I																
I-64 Peninsula Segment II																
I-64 Peninsula Segment III																
I-64/Ft. Eustis Blvd Interchange																
Hampton Roads Crossing Study SEIS																
Megaproject #1																
Megaproject #2																
Megaproject #3																
I-64/I-264 Interchange Phase III, Candidate Project																
460/58/13 Connector																



## HRTAC Projects Status

August 20, 2015

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District Major Projects Delivery Director

Hampton Roads District

