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**REQUEST FOR PROPOSAL  
TO PROVIDE  
FINANCIAL ADVISORY SERVICES  
TO THE  
BRUNSWICK-GLYNN COUNTY  
JOINT WATER AND SEWER COMMISSION**

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**Issued: Friday, August 5, 2016**

**Pre-Proposal Conference: Monday, August 15, 2016, 2:00 p.m. EST  
Commission Chambers  
1703 Gloucester Street  
Brunswick, GA 31520  
Dial In: 1-888-204-5987  
Access Code: 5863965**

**Submission Due by 12:00 Noon, EST on Thursday, September 8, 2016 to:**

**Office of Procurement  
Brunswick-Glynn County Joint Water and Sewer Commission  
1703 Gloucester Street  
Brunswick, Georgia 31520  
(912) 261-7127**

**<http://www.bgjwsc.org/about-the-bgjwsc/bid-opportunities-and-rfps/>**

**Please Label Submission with Firm's Name and Address and  
"Sealed Proposal – RFP# 17-012 Financial Advisory Services"**

**BRUNSWICK-GLYNN COUNTY  
JOINT WATER AND SEWER COMMISSION**

**REQUEST FOR PROPOSAL  
FINANCIAL ADVISORY SERVICES**

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## **Part 1: INFORMATION AND INSTRUCTIONS TO PROPONENTS**

### **1.0 INTRODUCTION**

The Brunswick-Glynn Joint Water & Sewer Commission (BGJWSC) requests proposals from qualified firms/individuals to provide financial advisory services on an ongoing basis. The Contractor to whom the Contract is awarded will assist the Commission in developing and implementing strategies to meet its short and long-range capital and operating financial needs. BGJWSC desires to engage the services of a recognized financial consultant with expertise in governmental financing to assist in the review, evaluation, planning, development, and administration of certain of its financial operations, capital projects, and financing plans.

The Commission is seeking one or more qualified Financial Advisor(s) with the objective of having one primary Financial Advisor and one or more pre-qualified financial advisors which it may, or may not, utilize on any particular financing at its own discretion depending upon the nature or degree of difficulty of the financing being considered.

For purposes of this RFP, Financial Advisor(s) shall mean Municipal Advisor as defined by federal laws, regulations, agencies and commissions (including the Securities and Exchange Commission ("SEC")), and self-regulatory organizations such as the Municipal Securities Rulemaking Board ("MSRB") and the Financial Industry Regulatory Authority ("FINRA").

While providing financial advisory services to the BGJWSC, the Financial Advisor(s) will be prohibited from participating in the underwriting, whether by negotiated sale or competitive bid, of any bond issue in which the Financial Advisor(s) has been retained to give advice regarding the bond issue or any other borrowing BGJWSC is considering.

It is intended that the Financial Advisor(s) will be selected for a period of three years with the possibility of up to two one-year extensions. The BGJWSC retains the right to solicit additional financial advisor services proposals at any time solely upon its determination and discretion. The Financial Advisor(s) selected pursuant to this Request for Proposal (the "RFP") shall serve at the pleasure of the Commission and the professional services may be terminated for cause or convenience at the sole discretion of the Commission.

As of the date of issuance of this RFP, the BGJWSC had approximately \$39,535,000 of guaranteed revenue bonds outstanding.

### **2.0 SCOPE OF SERVICES**

BGJWSC is seeking proposals from Firms to primarily assist the Commission's staff and provide independent advice in planning, structuring, sizing and timing of a comprehensive plan of financing in connection with BGJWSC's capital and operating programs. The general areas that have been identified are the following: revenue bonds, public/private partnerships (PPP), other financings and bond refinancing. A listing of potential services to be required is included in Exhibit A of this proposal.

### **3.0 DEFINITIONS**

The following terms shall have the following meanings when used throughout this Request for Proposals ("RFP"):

Proponent: Each Firm or aggregation of Firms (which may include a joint venture partnership, limited liability company or limited liability partnership) submitting a proposal in response to this RFP with the intent of performing the services as the prime contractor.

Firm(s): A nationally known, recognized and experienced independent financial advisory firm that has or will obtain, prior to the execution of any contract awarded hereunder, all necessary licenses required by the State of Georgia to perform the Services and is authorized to do business in the State of Georgia.

Proposal(s): A written response to this RFP prepared by a Proponent and submitted to BGJWSC's Office of Procurement.

### **4.0 MINIMUM QUALIFICATIONS**

To participate in this procurement, Proponent must satisfy the minimum qualifications required by this RFP. Where the Proponent is a partnership, joint venture arrangement, limited liability company, limited liability partnership or other multiple entity organization, the entity that holds a majority ownership interest in the Proponent (i.e., over 50% ownership) must meet the minimum requirements set forth in this RFP. Additionally, prior to execution of the Contract, the successful Proponent will be required to demonstrate that it is duly authorized to conduct business in the State of Georgia.

No Proponent or entity comprising Proponent may submit more than one proposal under the same or different names or as part of multiple organizations. BGJWSC reserves the right to disqualify any Proponent or entity comprising Proponent that submits more than one proposal in response to this solicitation. NOTE: This restriction set forth in this paragraph is not applicable to subcontractors.

By submitting a proposal in response to this RFP, the Proponent represents and warrants to BGJWSC that Proponent has or will acquire all of the licenses, certifications, permits, bonding capacity and insurance.

By submitting a proposal concerning this procurement, Proponent acknowledges that it is familiar with all laws applicable to this procurement, including, but not limited to, all of BGJWSC's policies and procedures (as the same may change from time to time), all of which is incorporated into this RFP by this reference.

### **5.0 PRE-PROPOSAL CONFERENCE**

A pre-proposal conference is scheduled for Monday, August 22nd at 11:00 a.m. (local time) at the BGJWSC's headquarters building located at 1703 Gloucester Street, Brunswick, Georgia 31520. Participants will also be able to call-in but registration for password is required. Please contact Janice Meridith at [jmeridith@bgjwsc.org](mailto:jmeridith@bgjwsc.org) to register and obtain password no later than 3:00 p.m., Friday, August 12, 2016. Attendance at the pre-proposal conference is not required but is strongly encouraged. Each Proponent is responsible for being fully informed regarding all existing and expected conditions and matters that may affect the cost or the performance of the Services. Any failure to fully investigate the requirements of this RFP shall not relieve any

Proponent from the responsibility to properly estimate the difficulty or cost of successfully performing the Services being sought under this RFP.

#### **6.0 ADDITIONAL DOCUMENTATION**

Each Proponent, if successful, acknowledges and agrees to submit such additional documentation (e.g., insurance/bonds, etc.) promptly after an award pursuant to any notice provided by BGJWSC and as required by the terms of this RFP and the Contract.

#### **7.0 SUBMITTAL OF QUESTIONS AND REQUEST FOR CLARIFICATION:**

It is the responsibility of each respondent to examine the entire RFP, seek clarification in writing if or as needed, and review its submittal for accuracy before submitting the document. Any questions regarding this procurement must be submitted in writing to BGJWSC's contact person, Pam Crosby via electronic mail [pcrosby@bgjwsc.org](mailto:pcrosby@bgjwsc.org), on or before Thursday, August 25, 2016 at 2:00 PM (local time).

Questions submitted after the designated period may not be considered by BGJWSC. All relevant questions and requests for clarification received by the Commission and the corresponding responses will be provided in writing to all Proponents by posting the same to BGJWSC's website at [www.bgjwsc.org](http://www.bgjwsc.org) as an Addendum attachment to the original solicitation for services. It is the responsibility of each Proponent to obtain a copy of all responses and/or any addenda issued for this procurement by monitoring BGJWSC's website. No Proponent may rely on any verbal response to any question concerning this procurement. All Proponents (and any representative thereof) are strictly prohibited from contacting any BGJWSC employees (or third-party representatives or consultants of BGJWSC) on any matter having to do with this procurement. All communications by any Proponent must be made with BGJWSC's contact person or any other BGJWSC employees or representatives designated by the head of BGJWSC's Procurement Department.

The deadline for submission of questions relative to the RFP is the time and date shown in the Schedule of Events (see Section 9). Once the submission deadline has passed, all submissions will be final. The Commission may request clarification from individual respondents relative to their submission and reserves the right to ask for additional information (including oral presentations) from any or all parties who have submitted qualifications.

#### **8. PROPOSAL DEADLINE**

To be considered responsive, a Proponent must complete and submit its Proposal and all required submittals and attachments in accordance with the instructions contained or referenced in this RFP. All responses to this RFP must be received by BGJWSC's Procurement Department, 1703 Gloucester Street, Brunswick, Georgia 31520, on or before, **Thursday, September 8, 2016, 12:00 NOON (EST)**. Any Proposal received after this time will not be considered/reviewed and will be rejected and returned

## **9. SCHEDULE OF EVENTS**

<b>Date</b>	<b>Event</b>
Friday, August 5, 2016	Request For Proposals Issued
Monday, August 15, 2016 - 2:00 p.m.	Pre-Proposal Conference
Thursday August 25, 2016 - 5:00 p.m.	Deadline for Questions Related to the RFP by Prospective Respondents
Tuesday, August 30, 2016 - 5:00 p.m.	Posting of Responses to Questions Submitted
<b>Thursday, September 8, 2016 - 12:00 NOON</b>	<b>Deadline for Submission of Proposals</b>
Thursday, September 15 – Friday, September 16, 2016	Oral Presentations (if required)
Tuesday, September 20, 2016 - 2:00 p.m.	Finance Committee Review; Recommendation for Award
Thursday, October 6, 2016 - 2:00 p.m.	Full Commission Review and Approval; Anticipated Notification of Successful Firm

## **10. OWNERSHIP OF PROPOSALS**

Each proposal submitted to BGJWSC will become the property of BGJWSC; without compensation to a Proponent, for BGJWSC's use, in BGJWSC's sole discretion.

## **11. CRITERIA FOR EVALUATION OF PROPOSALS**

Proposals will be reviewed and the selection committee will select one or more Financial Advisors based on (1) technical merit, as demonstrated in the proposal and oral presentations, if any, and (2) reasonableness of proposed compensation structure. Technical merit will be given more weight than compensation structure, and will take into account the following items regarding the firm's capabilities to perform the required scope of services:

- Respondent's background and history, resources, SEC and MSRB registration numbers, any investigatory or litigation history of the firm and its employees, and overall ability to provide required services.
- Experience of the firm in providing formal financial advisory services to states and/or state authority and/or large/major local government issuers.
- Expertise of the firm with diverse financial structuring requirements of states and/or state authority and/or large/major local government issuers.
- Qualifications and experience of individuals assigned to this engagement.
- Approach or methodology for analyzing and making recommendations pertaining to negotiated sale of bonds vs. the competitive bid method, as well as the proposed approach to performing analysis and providing recommendations regarding refunding opportunities for the BGJWSC's outstanding bonds, including the ability to successfully deliver the financial services on a timely basis.
- Approach or methodology for analyzing and making recommendations pertaining to sources of funding other than the sale of revenue bonds.

- Approach or methodology for analyzing and making recommendations pertaining to public/private partnerships (PPP) financings.

## **12. SUBMISSION OF PROPOSALS:**

Proposals are due not later than 12:00 NOON EST, Thursday, September 8, 2016.

- a. Proposals must be submitted according to the requirements of this RFP. All blank spaces must be typed or hand written in blue or black ink. All dollar amounts must be typed or hand written BOTH in word and numeric forms (e.g., One Dollar and No Cents (\$1.00)). Proponents are advised that the written figures will prevail over the numerical figures in the event of a discrepancy between the two in any Proposal document. For example only, if a final proposal of "One Dollar and No Cents (\$2.00)" is received, then the written figure of One Dollar and No Cents is the amount of the final proposal. All corrections to any entry must be lined out and initialed by the Proponent prior to Proposal submission. Do not use correction tape or fluid.
- b. Proposals shall be signed by hand by a principal of the Proponent with the authority to bind the Proponent and enter into an agreement with BGJWSC. Joint ventures or partnerships must designate one joint venture member/partner to represent the joint venture or partnership, respectively, with the authority to submit and execute a Proposal, bind the entity as well as enter into an agreement with BGJWSC. Each Proponent is responsible for the preparation of its Proposal and for the costs associated therewith.
- c. Each Proponent must submit a complete proposal in accordance with the requirements of this RFP. The format for the submission of a proposal mandated by this RFP is not negotiable. The name and number of the project is: **RFP# 17-012 Financial Advisory Services**. Proposals must be submitted in sealed envelope(s) or package(s) and the outside of the envelope(s) or package(s) must clearly identify the name of the Project, Project Number, Proponent's Name and address, and Proponent's Federal Work Authorization User Identification Number. All proposals must be submitted to:  
  
**Brunswick-Glynn County Joint Water & Sewer Commission  
Procurement Department  
1703 Gloucester Street  
Brunswick, Georgia 31520  
Attn: Procurement Department (RFP 17-012 Financial Advisory Services)  
[See end of Part 1 for directions]**
- d. Proposals must be submitted to the above address between the hours of 9:00 am and 2:00 pm (local time) Monday through Friday. Proposals will not be accepted on the following days: New Year's Day, Martin Luther King, Jr.'s birthday, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, the day after Thanksgiving Day and Christmas Day.
- e. A Proponent **must** submit one (1) original, marked "Original", five (5) hardcopies (i.e., paper) format and one (1) compact disc or USB drive [a.k.a., jump or flash drive] copy of its proposal, which **must** include the cost proposal. The Proponent's compact disc/USB drive copy should be submitted in an unlocked Portable Document Format (.pdf). Each proposal must be submitted on 8-1/2" x 11" double-sided, typed pages,

using 10-point font size and such pages must be inserted in a standard three-hole ring binder. To the extent Proponent requires a larger page size to demonstrate its experience, BGJWSC will accept 11"x 17" sheet size but it must be folded to 8-1/2" x 11" size. Each proposal must contain an index and separate sections for the information requirements set forth in this RFP, as well as for the forms required to be submitted. TOTAL PAGE COUNT OF THE SUBMITTAL MUST NOT EXCEED 25 PAGES, ALL PAGES WILL COUNT REGARDLESS OF CONTENT, EXCEPT AS NOTED HEREIN, AND PROPOSALS THAT EXCEED THE LIMIT WILL NOT BE CONSIDERED BY THE SELECTION COMMITTEE.

- f. Each Proponent shall promptly notify BGJWSC in writing, prior to the proposal due date, should the Proponent find discrepancies, errors, ambiguities or omissions in any of Proponent's proposal documents or should the intent or meaning set forth in Proponent's proposal documents appear unclear or ambiguous.
- g. Each Proponent shall promptly notify BGJWSC in writing should the Proponent find discrepancies, errors, ambiguities or omissions in any of the RFP documents prior to the end of the question/comment period set forth herein. BGJWSC will reply to such notices, if necessary, by issuing an addendum to the RFP. It is the responsibility of each Proponent to obtain a copy of any addendum issued for this RFP by monitoring BGJWSC's website at [www.bgjwsc.org](http://www.bgjwsc.org)

### **13. REQUIRED ORGANIZATION AND CONTENT SUBMISSION OF THE PROPOSALS:**

Required Organization and Content Submission of the Proposals A brief transmittal letter not to exceed two (2) pages on the respondent's business stationery should accompany the proposal and include information the Respondent deems appropriate. The proposal must be labeled "**Sealed Proposal – RFP# 17-012 Financial Advisory Services**". Firms requesting to be considered for Financial Advisor must respond to all questions. Only firms which are registered with both the SEC and the MSRB as a Municipal Advisor ("MA") at the time of submission of their response to the RFP (which must continue without interruption throughout the term of service to the BGJWSC as it Financial Advisor) will be considered. The proposal must contain sufficient information to enable the Commission, or any evaluation/selection committee designated by the Commission, to evaluate the proposal. Respondents should make all reasonable efforts to provide brief and concise, but sufficient, responses. The Proposal must be limited to no more than twenty-five (25) pages inclusive of the transmittal letter with certain exceptions as noted below, with a minimum font size of 10.

To expedite the review of submittals, it is essential that Respondent's Technical Proposal is categorized and as outlined below. In addition to the required transmittal letter, the proposal must include the following:

- A. Name of firm and current SEC and MSRB MA registration numbers.
- B. Mailing address of the office from which the proposal is being submitted.
- C. Name, telephone number, and email address of the individual who will represent the firm as the primary contact person on matters relating to the proposal.
- D. A brief description of the firm, including date founded, corporate structure, and type of ownership.
- E. List by location the number of professional level employees, associate level employees, and support staff engaged fulltime in advising governmental issuers (other than health care and



housing issuers) on matters related to the issuance of tax-exempt bonds.

- F. Approximate that portion of your firm's revenues derived from financial advisory services to governmental entities (other than health and housing issuers).
- G. Fully disclose and describe any relationships with financial institutions or securities brokerage firms that may affect, or appear to affect, financial advisory advice provided to the BGJWSC.
- H. Identify fully the extent to which your firm or individual partners or employees are the subject of any ongoing securities investigation, are a party to any securities litigation or arbitration, or are the subject of a subpoena in connection with a municipal securities investigation. Include any such investigations which concluded in an enforcement or disciplinary action ordered or imposed in the last three years. In addition, describe the current status and timing of any announced mergers with, or acquisitions of, any other firm that could impact your engagement with the BGJWSC. This information may be submitted as an appendix and will not be considered part of the twenty-five (25) page response maximum.
- I. Provide an affirmative statement agreeing to provide all the services in the "Scope of Services" section herein and to adhere to all requirements, specifications, terms, and contract provisions set forth in this RFP.
- J. Provide detailed information about the experience and qualifications of the staff who will be assigned to act for the firm in providing financial advisory services to the BGJWSC as well as the functions to be performed by each. Brief resumes of each person, including names, positions, education, and financial advisory experience should be included.
- K. Briefly describe the Firm's financial advisory experience during calendar years 2011 through 2015 with particular emphasis on providing financial advisor services relative to revenue bonds for any state level authority clients, or city or county clients, for financings of \$25 million or larger; also identify any Georgia state agency or Georgia local government issuers for which your firm has served as a financial advisor during calendar years 2011 through 2015. Provide information relative to the identified clients to include:
  - a. Name of issuer.
  - b. Amount of issue.
  - c. Date of issue.
  - d. Type of issue, e.g., new money, refunding (identity if current or advance refunding), fixed rate, variable rate, taxable, direct subsidy, tax credit bonds, etc.
  - e. Purpose or use of proceeds.
  - f. Method of sale.
  - g. Personnel assigned and role performed.
  - h. Brief, general description regarding the nature of services provided.

Select two of the issuers listed above as references; provide contact names, addresses, telephone numbers, and email addresses for the references. (References requirement also applies to L. and M., below.) Discuss how the experience gained from working for these issuers relates to the services requested by this RFP. Describe any unique, unusual or exceptional problems, conditions, or situations that your firm faced and solved for these clients.

- L. Provide a representative list of your governmental clients which have engaged in financings, other than revenue bonds, in aggregate of \$25 million or larger for which your firm has served as a primary financial advisor during calendar years 2011 through 2015, indicating:

- a. Name of government.
- b. Amount of financing.
- c. Date of financing.
- d. Description of financing (type; use of proceeds; method).
- e. Personnel assigned and role performed.
- f. Nature of services provided by your firm.

Select two of the entities listed above and discuss how the experience gained from working for these entities relates to the services requested by the RFP. Describe any unique, unusual or exceptional problems, conditions, or situations that your firm faced and solved.

- M. Provide a representative list of your governmental clients which have utilized Public/Private Partnerships ("PPP") for financings of \$25 million or larger for which your firm served as a primary financial advisor during calendar years 2011 through 2015, indicating:

- a. Name of public entity.
- b. Amount of PPP financing.
- c. Date of PPP financing (financial close).
- d. Description of PPP financing (type; use of proceeds; method, etc.).
- e. Personnel assigned and role performed.
- f. Nature of services provided by your firm.

Select two of the entities listed above and discuss how the experience gained from working for these entities relates to the services requested by the RFP. Be sure to indicate any unusual or exceptional problems, conditions, or situations that your firm faced and solved.

- N. Briefly describe how you would approach the analysis of refunding opportunities for the BGJWSC's outstanding bonds including timing of the refunding to minimize negative arbitrage associated with the refunding or even delaying a potential advance refunding until it would qualify as a current refunding under federal tax regulations.
- P. Price Proposal. BGJWSC anticipates that the Financial Advisor will be compensated solely on an as incurred time and expense basis only, with expenses being limited to any travel required by the BGJWSC or as expressly approved by the BGJWSC prior to the expense being incurred by the Financial Advisor. Provide a proposed schedule of the hourly based rate of compensation by staffing level. This rate sheet should be referenced as Form 5 in Proponent's submittal package.

(Special note - the Financial Advisor will not be compensated for any time or expense necessary to develop a comprehensive and accurate database of the BGJWSC's outstanding general obligation and guaranteed revenue debt; upon selection, the BGJWSC will provide the Financial Advisor(s) with an Excel file which will include the information necessary for the database.)

If Financial Advisor has an alternative to the compensation structure outlined above, please include this alternative along with the required rate sheet (Form 5) for consideration.

A revised, final compensation schedule may be negotiated with the firm prior to the execution of the Financial Advisor contract.

- Q. In addition to the transmittal letter and technical proposal, complete and submit the forms attached to the RFP as Form 1, Form 2, Form 3, Form 4 and Form 5. These forms will not be considered part of the twenty-five (25) page response maximum, but are mandatory. Form 5, Price Proposal should be enclosed in a separate, sealed envelope with the following title: "RFP# 17-012 Financial Advisory Services – Price Proposal". Failure of the respondent to complete, sign, and submit any form will result in the respondent being eliminated from consideration.

#### **Form 1 - Certification Form**

By submitting proposal, proponent acknowledges understanding of RFP requirements and qualification to submit a proposal based on terms and conditions as set forth in the Request for Proposal and the laws of the State of Georgia. Additionally, the Proponent affirms that information given in response to the request for proposals is full, complete and truthful.

#### **Form 2 – Contractor’s Affidavit (E-verify)**

All relevant questions and requests for clarification received by the Commission and the corresponding responses complete and submit a Contractor's Affidavit with its proposal. This RFP is subject to the Illegal Immigration Reform and Enforcement Act of 2011 ("Act"), as amended. Pursuant to the Act, the Proponent must provide with its proposal proof of its registration with and continuing and future participation in the E-Verify program established by the United States Department of Homeland Security. Under state law, BGJWSC cannot consider any proposal which does not include a completed Contractor's Affidavit. It is not the intent of this notice to provide detailed information or legal advice concerning the Act. All Proponents intending to do business with BGJWSC are responsible for independently apprising themselves of and complying with the requirements of the Act and assessing its effect on BGJWSC procurements and their participation in those procurements. For additional information on the E-Verify program or to enroll in the program, go to:

[http://www.audits.ga.gov/NALGAD/section\\_3\\_affidavits.html](http://www.audits.ga.gov/NALGAD/section_3_affidavits.html)

#### **Form 3 – Disclosure Statement / No Conflict of Interest**

Each Proponent must furnish with their proposal the information called for by the form. If the form is omitted or if the information furnished is incomplete or inadequate, the Authority may require that additional information be submitted after the proposal deadline and before an award is made.

#### **Form 4 - Acknowledgement of Addenda**

Each Proponent must complete and submit an acknowledgement with its proposal that it has received all Addenda issued by BGJWSC for this RFP. This form is provided and may be used to satisfy this requirement.

#### **Form 5 - Price Proposal**

Each Proponent must complete, sign and submit a Price Proposal with its proposal, which must be packaged in a separately sealed envelope from the Technical Proposal (hereinafter defined).

### **14. REJECTION OF PROPOSALS; CANCELLATION OF RFP; WAIVER OF**

**TECHNICALITIES**: BGJWSC reserves the right to reject any proposal or all proposals or to

waive any technical defect in a proposal before or after proposal submission. BGJWSC also reserves the right to cancel this RFP at any time for any reason or no reason. Additionally, BGJWSC may, by addendum, modify any provision or part of this RFP at any time prior to the proposal due date and time. The Proponent shall not rely on oral clarifications to the RFP unless they are confirmed, in writing, by BGJWSC in an issued addendum. BGJWSC also reserves the right to award based upon a Proponent's original submission without discussion.

**15. GEORGIA OPEN RECORDS ACT:** Information provided to BGJWSC is subject to disclosure under the Georgia Open Records Act ("GORA"). Pursuant to O.C.G.A. § SO-18-72(a)(34), *"[a]n entity submitting records containing trade secrets that wishes to keep such records confidential under this paragraph shall submit and attach to the records an affidavit affirmatively declaring that specific information in the records constitute trade secrets pursuant to Article 27 of Chapter 1 of Title 10 [O.C.G.A. § 10-1-760 et seq.]."*

**16. REPRESENTATION:** By submitting a proposal in response to this RFP, Proponent acknowledges and represents that:

- (a) the accompanying proposal is made by a person or business entity that is neither a high cost lender nor a predatory lender, nor is the Proponent an affiliate of a high cost lender or a predatory lender, as defined by the Official Code of Georgia Annotated ("Code") Section 58-102;
- (b) it has read all of the RFP documents (including, without limitation, the Contract) and acknowledges that, if successful, Proponent shall be bound by the requirements stated therein;
- (c) the signatory to the proposal is the Proponent (or Proponent's duly authorized agent or employee of the Proponent with the authority to bind Proponent hereto);
- (d) any information or disclosure provided in response to this RFP are fully restated herein and remain truthful and accurate representations up to and including the date Proponent submits its proposal to BGJWSC;
- (e) BGJWSC will not agree to make any substantive revisions to the Contract;
- (f) it agrees that it will voluntarily notify BGJWSC immediately if any information or disclosure provided to BGJWSC during any part of this procurement process changes, is no longer accurate or would be misleading in any way.

**17. ELECTRONIC SOLICITATION DOCUMENTS:** This RFP is being made available to all Proponents by electronic means. By responding to this RFP, Proponent acknowledges and accepts full responsibility to ensure that it is responding to the correct form of RFP, including any addenda issued by BGJWSC's Procurement Department. Proponent acknowledges and agrees that in the event of a conflict between the RFP in the Proponent's possession and the version maintained by BGJWSC's Procurement Department, the version maintained by BGJWSC's Procurement Department shall govern. The RFP document is available at [www.bgjwsc.org](http://www.bgjwsc.org).

**18. NO OFFER BY BGJWSC; FIRM OFFER BY PROPONENT**

This procurement does not constitute an offer by BGJWSC to enter into an agreement and cannot be accepted by any Proponent to form an agreement. This procurement is only an invitation for offers from interested Proponents and no offer or proposal shall bind BGJWSC.

However, Proponent's offer is a firm offer to BGJWSC for a period of 120 calendar days from the Proposal Deadline and may not be withdrawn during such 120 day time period.

**19. AWARD OF AGREEMENT; EXECUTION:** If BGJWSC awards a Contract pursuant to this procurement, BGJWSC will prepare and forward to the successful Proponent a Contract for execution substantially in the form included in solicitation document.

## Part 2: EXHIBITS

# **EXHIBIT A**

## **Listing of Potential Services Needed**

A. Review financial and other information including:

1. Brunswick-Glynn County Joint Water and Sewer Commission financials
2. Contracts and documents related to the anticipated capital project, if applicable
3. Management and operations documents and information
4. Government-related information (organization, structure, and legal status)
5. Revenue options for repayment of the Project debt service

B. Evaluate alternative approaches and structures (GOs, COPs, LOBs, SOBs, Revenue Bonds and other structures, if available) for financing a project or proposed project, taking into account relevant factors, including:

1. The Brunswick-Glynn County Joint Water and Sewer Commission's guiding financial plan, financing needs and objectives
2. Assessment of the market for both public and private methods to finance the project
3. Risks and rewards of anticipated financing approaches
4. Conditions in the current financial markets
5. Legal parameters
6. Potential for effect on the Brunswick-Glynn County Joint Water and Sewer Commission's credit standing
7. Impact on financial flexibility and cashflow requirements
8. Long-term capital plans and financial strategy of the Brunswick-Glynn County Joint Water and Sewer Commission

C. Evaluate alternative structures that may strengthen investor interest and improve the cost efficiency of transactions when considering market conditions, market innovations, and other factors such as:

1. Instrument type
2. Security and collateral options
3. Amortization options
4. Interest rate options
5. Use of tax-free and other modes
6. Payment period
7. Redemption and prepayment provisions
8. Other provisions

D. Assist in directing and coordinating credit processes to maximize the credit rating with agencies (if publicly offered), and lenders (if privately placed), including:

1. Initiating contact and maintaining liaison
2. Coordinating information and document flow
3. Preparing presentation materials
4. Coordinating presentations
5. Negotiating key business points
6. Conducting follow-ups to finalize commitments

E. Assist in the development of a well-defined marketing strategy to achieve the best possible

financing terms including the lowest cost, interest rate, and total debt service for the proposed project, if publicly offered.

F. Assist and advise in the selection of financing mode(s) and lender(s) and underwriter(s) and the negotiation of terms, including:

1. Initiating contact and maintaining communications with potential lenders, underwriters and issuers
2. Preparing and reviewing information and documents for submission to lenders, underwriters and issuers
3. Coordinating presentations and submissions to lenders, underwriters and issuers
4. Preparing requests for financing proposals
5. Handling and advising in negotiations with lenders, underwriters and issuers
6. Obtaining, reviewing, and evaluating financing proposals

G. Advise as to the method of sale for the particular debt transaction, whether public or private offering.

H. Provide other assistance in connection with the actual or proposed project, including the following:

1. Develop timetable for work and distribution list for correspondence
2. Organize meetings and conference calls
3. Attend all meetings requested by the Brunswick-Glynn County Joint Water and Sewer Commission, lenders, underwriters, or issuers
4. Monitor, as appropriate, actions required of principal participants on financing team
5. Serve as liaison to companies, persons, and officials that are not members of financing team (e.g., rating agencies and such other companies, persons, officials, entities, etc.), as requested by the Brunswick-Glynn County Joint Water and Sewer Commission
6. Maintain constant communications with Brunswick-Glynn County Joint Water and Sewer Commission staff, legal counsel, and others regarding progress of work
7. Assess market activity on an on-going basis and keep Brunswick-Glynn County Joint Water and Sewer Commission staff aware of current interest rate levels and general market conditions.

I. Assist in the closing of the transaction(s) by coordinating, reviewing, monitoring, and following through on elements of the financing process to insure timely and proper closing of the financing transaction(s) and any post-closing follow-up, including:

1. Coordinate efforts of lender, underwriter, issuer, purchasers, counsel, printer and other closing participants
2. Verify, as requested, closing numbers
3. Review closing documents
4. Review of debt service schedules
5. Assist with any post-closing issues or follow-up



**Part 3: SUBMITTAL FORMS**

(Form 1)

**CERTIFICATION FORM**

I, \_\_\_\_\_, being duly sworn, state that I am \_\_\_\_\_ (title) of \_\_\_\_\_ (firm) and hereby duly certify that I have read and understand the information presented in the attached proposal and any enclosure and exhibits thereto.

I further certify that to the best of my knowledge the information given in response to the request for proposals is full, complete and truthful.

I affirm my organization/firm is capable of and agrees to provide all the services in the "Scope of Services" section herein and to adhere to all requirements, specifications, terms, and contract provisions set forth in this RFP.

I further certify that the proposer and any principal employee of the proposer have not, in the immediately preceding five years, been convicted of any crime of moral turpitude or any felony offense, nor has had their professional license suspended, revoked or been subjected to disciplinary proceedings.

I further certify that the proposer and any principle employee of the proposer have not, in the immediately preceding five years, been suspended or debarred from contracting with any federal, state or local government agency, and further, that the proposer is not now under consideration for suspension or debarment from any such agency.

I further certify that the proposer or any principle employee of the proposer has not in the immediately preceding five years been defaulted in any federal, state or local government agency contract, and further, that the proposer is not now under any notice of intent to default on any such contract or have been terminated for cause on any such contract.

I acknowledge, agree and authorize, and certify that the proposer acknowledges, agrees and authorizes, that the Commission may, by means that either deems appropriate, determine the accuracy and truth of the information provided by the proposer and that the Commission may contact any individual or entity named in the Statement of Qualifications for the purpose of verifying the information supplied therein.

I acknowledge and agree that all of the information contained in the Statement of Qualifications is submitted for the express purpose of inducing the Commission to award a contract.

*A material false statement or omission made in conjunction with this proposal is sufficient cause for suspension or debarment from further contracts, or denial of rescission of any contract entered into based upon this proposal thereby precluding the firm from doing business with, or performing work for, the State of Georgia. In addition, such false statement or omission may subject the person and entity making the proposal to criminal prosecution under the laws of the State of Georgia of the United States, including but not limited to O.C.G.A. §16-10-20, 18 U.S.C. §§1001 or 1341.*

\_\_\_\_\_  
Signature

Sworn and subscribed before me

This \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
NOTARY PUBLIC

\_\_\_\_\_  
NOTARY SEAL

My Commission Expires: \_\_\_\_\_

(Form 2)

**CONTRACTOR\* AFFIDAVIT UNDER O.C.G.A. § 13-10-91(b)(1)**

*(FAILURE TO SUBMIT THIS FORM WILL RESULT IN THE REJECTION OF QUALIFICATIONS SUBMITTAL)*

Project No.: Brunswick-Glynn County Joint Water and Sewer Commission RFP# 17-012

Project Name: Financial Advisory Services

Contractor (Firm)\*: [Click here to enter text](#)

By executing this affidavit, the undersigned contractor verifies its compliance with O.C.G.A. §13-10-91, stating affirmatively that the individual, firm or corporation which is engaged in the physical performance of services on behalf of the **Brunswick-Glynn County Joint Water and Sewer Commission** ("Commission") has registered with, is authorized to use and used the federal work authorization program commonly known as E-Verify, or any subsequent replacement program, in accordance with the applicable provisions and deadlines established in O.C.G.A. §13-10-91. Furthermore, the undersigned contractor will continue to use the federal work authorization program throughout the contract period and the undersigned contractor will contract for the physical performance of services in satisfaction of such contract only with subcontractors who present an affidavit to the contractor with the information required by O.C.G.A. §13-10-91(b). Contractor hereby attests that its federal work authorization user identification number and date of authorization are as follows:

\_\_\_\_\_ (This is NOT an FEI number)  
EEV / E-Verify™ Company Identification Number

\_\_\_\_\_  
Date of Authorization

I hereby declare under penalty of perjury that the foregoing is true and correct.

Executed on \_\_\_\_\_, 20\_\_\_\_ in (City), (State).

\_\_\_\_\_  
Signature of Authorized Officer or Agent of Contractor

\_\_\_\_\_  
Printed Name and Title of Authorized Officer or Agent

**SUBSCRIBED AND SWORN  
BEFORE ME ON THIS THE**

\_\_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

\*For the purposes of this affidavit only, anyone under contract with the Commission (i.e. architects, engineers, consultants, etc.) is deemed a "contractor."

(Form 3)

**DISCLOSURE STATEMENT**

All proposers should be aware that the proposal you are submitting is in response to an RFP issued by the Brunswick-Glynn County Joint Water and Sewer Commission (Commission), which is a public agency. Pursuant to the laws, rules and Executive Orders of the State of Georgia, the Commission shall make every effort to avoid even the appearance of a conflict of interest or any impropriety in both the selection process for this project and the negotiation and performance of any resulting contract. As part of any submittal you intend to make for this project, **you must include this Disclosure Statement with your submittal** that answers or addresses the following specific statements:

1. Describe any business transactions occurring within the prior two years between your firm and the Commission, including any as a sub-contractor to a contractor doing business with the Commission.

Click here to enter text

2. Describe any gift, hospitality, or benefit of any sort that your firm has provided to BGJWSC, the Using Agency, or the end-user of the proposed project within the prior one-year period.

Click here to enter text

3. A *conflict of interest* or *potential conflict of interest* is defined as any action, decision, or recommendation by a person acting in a capacity as a public official, the effect of which is or could be to the private monetary or financial benefit or detriment of the person, the person's relative, or any business with which the person or a relative of the person is associated. The potential conflict of interest is viewed from the perspective of a reasonable person who has knowledge of the relevant facts. Based upon this definition, describe any conflict of interest or potential conflict of interest that your firm has with the Commission or any other entity.

Click here to enter text

This Disclosure Statement should be dated and signed by an authorized signatory for the Proposer and submitted with the Proposer's Submittal.

\_\_\_\_\_  
Name of Firm

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Date

(Form 4)

**ACKNOWLEDGEMENT OF ADDENDA**

**ACKNOWLEDGEMENT  
RFP# 17-012 Financial Advisory Services**

**Date:** \_\_\_\_\_

Addendum # \_\_\_\_ through \_\_\_\_

The above Addendum is hereby acknowledged:

\_\_\_\_\_

(NAME OF BIDDER)

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Title**

(Form 5)

**PRICE PROPOSAL / FEE SCHEDULE**

(please enclose in a separate, sealed envelope with the following title:

**“RFP# 17-012 Financial Advisory Services – Price Proposal”**