



Request for Proposal

#16-0714B

For

**Underwriting
Services**

Request for Proposal Issued: July 14, 2016

Deadline for Submittal of Responses: August 5, 2016

**REQUEST FOR PROPOSAL FOR
UNDERWRITING SERVICES**

I. OVERVIEW

A. The District

The Marin Community College District ("District") is located in Marin County and had a 2015-16 enrollment of 12k+ representing credit, non-credit and community education students over 2 campuses.

B. Background

The District is contemplating the issuance(s) of general obligation bonds from its Measure B bond authorization that was approved by voters on June 6th, 2016, in the approximate amount of two hundred sixty five million dollars (\$265,000,000) ("Measure B") over a series of bond sales.

II. PURPOSE OF THIS REQUEST

The District is seeking a proposal from firms to provide underwriting services for the upcoming issuance of the Bonds. The objective of this RFP is to provide fair access to qualified candidate firms to present their service offerings to MCCD; and to enable the District to choose one underwriting firm which will best serve the needs of the District at this time. This Request for Proposal should not be construed as a guarantee of business or contract award. The District, in its sole discretion, reserves the right not to award a contract pursuant to this RFP process.

III. SCOPE OF SERVICES

The selected underwriter(s) will be expected to work in conjunction with the District's financial advisor and with District management on the following:

A. *Marketing and Distribution, shall include but not limited to:*

- i. Develop a pre-sale marketing and distribution program;
- ii. Develop and present to THE DISTRICT for its approval, a preliminary pricing scale for the Bonds;
- iii. Upon approval, establish an order period and release the Bonds for offering to the market;
- iv. Provide an order monitor screen during the pricing of the Bonds;
- v. Price and underwrite the Bonds on a firm commitment basis; and
- vi. Commit capital on behalf of THE DISTRICT to ensure a successful and orderly distribution and sale of the Bonds or to place into inventory any unsold balance of the Bonds.

B. *Post-Sale Services, shall include but not limited to:*

- i. Coordinate the final distribution and allocation of the Bonds;
- ii. Prepare a sales summary including composition of institutional and retail sales participation;
- iii. Obtain CUSIP numbers and arrange for DTC registration or book-entry;
- iv. Assist with the preparation and review of all closing documentation with bond counsel;
- v. Assist with the closing of the Bonds, including preparation of closing instructions and flow of funds;
- vi. Make such calculations as may be required to enable bond counsel to prepare and finalize Form 8038-G or similar federal tax forms; and
- vii. Execute and deliver a certificate which evidences such matters relating to the sale of the proposed financing as may be required to enable bond counsel to conclude that interest on the Bonds is excludable from gross income for federal income tax purposes.

III. REQUIREMENTS

Responders should read each item carefully and answer each question accurately to ensure compliance with THE DISTRICT's requirements. **Responses are limited to 10 pages, excluding any cover letters or requested appendices.** Do not submit generic marketing materials that do not explicitly respond to the items requested. ***Failure to provide all requested information or deviation from the required format may result in disqualification. Restate each specific question prior to addressing the following items:***

A. Experience

- i. Briefly describe your firm's underwriting experience with California municipal bonds in accordance with the below parameters (any charts or ranking tables should only reflect the below):
 - a. Sale method
 - b. Underwriting role: sole, senior or co-senior manager
 - c. Timeframe: January 1, 2011 to current
- ii. As an appendix, provide a list of the experience described in Section IV(A)(i) which includes the following information:
 - a. Issuer name
 - b. Sale date
 - c. Paramount
 - d. Debt type
 - e. Financing name
 - f. Role of your firm (e.g., sole, senior or co-senior manager)

B. References

- i. Please provide three references from any **California Community College Districts** issuer listed in Section IV(A)(ii).

C. Personnel

- i. List the personnel from both the banking and underwriting team who would be assigned to THE DISTRICT. Include information on their position, location, years of public finance experience, and expected roles and duties.

D. Marketing

- i. Briefly describe the marketing and distribution capabilities of your firm.
- ii. Provide the following information in the below format:
 - a. Number of retail sales professionals:
 - b. Number of institutional sales professionals:
 - c. Excess net capital as of most recent FOCUS report (provide as of date):
 - d. Legal underwriting capacity:
- iii. Provide a table illustrating amounts underwritten (if any) on your firm's 10 **most recent** sole or senior-managed financings listed in Section IV(A)(ii). Do not selectively choose financings. Do not exclude any or parts of any of the 10 most recent financings, even if none of your firm's capital was committed. Include:
 - a. Issuer name
 - b. Sale date
 - c. Paramount
 - d. Amount underwritten (in dollars)
 - e. Amount underwritten (as percentage of par amount)
- iv. On the day of the bond sale THE DISTRICT and its financial advisor require an order monitor screen to follow the sale as it transpires.
 - a. Provide information on the system that your firm uses (including a

screen shot of the monitoring system).

E. Interest Rate Comparables

- i. Provide side-by-side interest rate comparables which illustrate your firm's pricing performance against other underwriting firms from at least two separate time periods for sole or senior-managed financings listed in Section IV(A)(ii). Do not provide comparables against lower-rated financings, different debt types, or financings from other states.
 - a. Each referenced financing should include the following information:
 1. Issuer name
 2. Debt type
 3. Paramount
 4. Sale date
 5. Call date
 6. Bank Qualified status
 7. Underlying rating(s)
 8. Use of insurance
 9. Underwriter
 10. Underwriting discount (as percentage of par amount)
 - b. The interest rate comparables should include the below information:
 1. Maturity years
 2. Par amount of maturities
 3. Coupons
 4. Yields
 5. Yields to maturity
 6. Spreads to AAA MMD based on YTM, if applicable

F. Legal Issues

- i. Is there now pending any legal action alleging violations of law in connection with an offering of municipal securities in a California transaction against the firm or any employee of the firm? Please describe each such pending action.
- ii. Have there been any settlements or judgments involving such actions within the last five years? Please describe each such settlement or judgment, including the nature of the action and the amount of recovery.
- iii. Are there pending legal or disciplinary matters involving such actions against the firm by any state or federal regulatory agency? Please describe. Please include information about any criminal indictments or convictions against the firm or its attorneys where the charges involved an offering of municipal securities anywhere in the United States. Also include information about any material pending legal action, settlement, or judgment involving a claim of fraud, whether civil or criminal.

G. Fees

- i. Firms interested in serving as underwriter on the upcoming issuance of Bonds are requested to propose a fee as a percentage of par amount. The proposed fee for services shall include all expenses in providing the above

scope of services. Please provide a breakdown of the proposed fee and included expenses.

H. *Summary Rationale for Selection*

- i. Please provide five summary statements to support your firm's selection as underwriter.

I. *Discussion of District Bond Measure Issues*

- i. Provide a brief analysis of current proposed fiscal projections: AV, debt schedule, etc.
- ii. Provide an overview of how your firm would advise the district on the following:
 - a. How and when you would recommend the District sell bonds?
 - b. What added value would your firm bring to the District?

IV. *EVALUATION OF STATEMENTS*

Statements will be evaluated based on the following criteria (not listed in order of importance):

- A. Qualifications and experience of firm and personnel named above;
- B. Capability to provide required services; and
- C. Past experience with California municipal bonds.

THE DISTRICT reserves the right to:

- A. Request additional information and/or an interview with any firm prior to its selection;
- B. Select the firms that will best meet THE DISTRICT's needs. Fees are an important factor, but will not be the sole factor in making the appointment; and
- C. Consider information about any firm from other sources in addition to the submitted information.

V. *QUESTIONS and UPDATES*

Questions regarding this RFP may be submitted by email to Greg Nelson, CBO at buyer@marin.edu. Deadline to submit questions is July 29, 2016.

Responses will be provided to each sender as soon as possible after receipt. An anonymous compilation of all Q&A will be emailed out to all interested respondents.

Proposers are expressly prohibited from otherwise contacting THE DISTRICT personnel or Board Members regarding this RFP. Unauthorized contact may result in disqualification.

VI. *DISTRICT REQUIRED FORMS*

In addition to addressing the foregoing elements in your proposal response, please complete and return the **District Required Forms** that follow this RFP. The District Required Forms include: Offer to Enter into Contract; Terms and Conditions; Qualification Certification; and Non-Collusion Affidavit.

VII. *SUBMISSION OF PROPOSAL*

Proposal in response to this RFP **must be received by THE DISTRICT no later than 4:00 p.m. Pacific time on Friday August 5, 2016 at the address below.** Please include a cover letter signed by an officer or authorized representative of your firm, your original proposal, the four District Required Forms that follow this RFP; and five (5) printed copies of your proposal. **Submissions must be received in a sealed envelope addressed to:**

College of Marin
1800 Ignacio Blvd
Building 9 -Purchasing Department
Novato, CA 94949

Proposal received after 4:00 p.m. on August 5, 2016 will not be considered, and will be returned unopened to the sender. **NOTE: UPS DOES NOT DELIVER TO THIS ADDRESS.** Once accepted, Proposal become the property of THE DISTRICT. No corrected or resubmitted Proposal will be accepted after the deadline; however, the District reserves the right to request additional information or clarification from your firm, if needed, upon review of your Proposal.

This Request for Proposal should not be construed as a guarantee of business or contract. The objective of this RFP is to select one to two underwriting firms which, based on the content and evaluation of their Proposal, will best serve the needs of the District at this time. However, the District may also, upon review of Proposal, elect not to award a contract to any respondent.

Thank you for your time and interest in Marin Community College District. We look forward to receiving your proposal.

DISTRICT REQUIRED FORMS

Please sign and return the following forms with your Proposal:

- **Offer to Enter Into Contract**
- **Terms and Conditions**
- **Qualification Certification**
- **Non-Collusion Affidavit**

OFFER TO ENTER INTO CONTRACT

The undersigned hereby proposes to enter into an agreement with the MCCD and to furnish services as described in this Request for Proposal.

Name and Address of Underwriting Firm;

Name: _____

Address: _____

City and State: _____

Telephone Number: _____

Fax Number: _____

Email Address: _____

Signature of Authorized Officer or Employee of Firm:

Name: _____

Signature: _____

Title: _____

Date: _____

TERMS AND CONDITIONS

1. **INSTRUCTIONS AND USE OF FORMS.** In order to preserve uniformity and to facilitate the award of contracts, Respondents shall complete and return the enclosed District-required forms with their RFP responses.
2. **ACCEPTANCE OR REJECTION OF RESPONSES.** The District reserves the right to reject any and all Responses that are incomplete, contain errors, arrive after the due date/time or are submitted by unqualified firms. The District reserves the right not to award a contract if the District, in its sole discretion, deems the responses received pursuant to this Request for RFPs lacking in any respect or insufficient to meet the District's requirements and needs.
3. **PROPOSAL PROTESTS.** The following instructions must be followed by a Respondent who wishes to challenge the District's selection and award of any contract pursuant to this RFP:
 - a) Any protest must be submitted in writing to Greg Nelson, Business Services, College of Marin, 1800 Ignacio Blvd Novato CA. 94949, before 3:00 p.m. on the fifth (5th) business day following the District's notification of its intention to award a contract pursuant to this Request for Proposal.
 - b) Only firms who submitted a proposal in response to this RFP may file a protest.
 - c) Protests must contain the following specific information:
 - Protestor's name, address, tele. no. and email address;
 - Date on which protestor's Response was submitted to the District;
 - Protestor's specific detailed basis for the protest, which must be supported by facts and/or documentation. Protests based on hearsay, feelings or opinions not supported by facts, will be deemed invalid.
 - d) The protestor shall send a copy of the initial protest document and any attached documentation to all other parties that may be affected financially by the outcome.
 - e) The District will review and evaluate the protest for validity, including, if required, review by outside counsel. The District and/or counsel will provide a response within ten (10) days of review of the protest letter.
 - f) If upon review, the proposal protest is found to be frivolous or lacking validity, the protest will be rejected and the protesting party may be deemed ineligible to participate in future District RFPs or contracts.
4. **ASSIGNMENT PROHIBITED.** No contract awarded under this proposal shall be assigned without the express, prior written approval of the District. Any attempted assignment in violation of the provision may be voided at the option of the Board of Trustees.

5. **NO CONTACT WITH BOARD OF TRUSTEES.** Respondents may not contact any member of the District Board of Trustees (or any District employee, except as provided herein) regarding this RFP, unless specifically invited to an interview conducted by the Board.

6. **NON-DISCRIMINATION.** The District does not discriminate in the selection, acceptance, or treatment of any contractor based upon race, color, national origin, religion, sex, sexual orientation, handicap, age, veterans status, medical condition as defined in Section 12926 of the California Government Code, ancestry, marital status, or citizenship, within the limits imposed by law. The District likewise prohibits discrimination by contractors and subcontractors, and may require the successful vendor(s) to give written notice of their obligations to labor organizations with which they have a collective bargaining or other agreement, in compliance with Government Code 12990.

ACCEPTANCE OF TERMS AND CONDITIONS

The undersigned hereby acknowledges receipt and acceptance of the above Terms and Conditions.

Authorized Signature and Date: _____

Printed Name: _____

Title: _____

Qualification Certification

I, the undersigned, certify and declare, with specific reference to the California False Claims Act, Government Code sections 12650, etseq., that I have reviewed all of the information presented in this submittal and know its contents. The matters stated in the submittal are true of my own knowledge and belief, except as to those matters stated on information and belief, and as to those matters I believe them to be true.

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

Name: _____

Signature: _____

Title: _____

Date: _____

**NON-COLLUSION AFFIDAVIT TO BE EXECUTED AND RETURNED WITH
PROPOSAL**

(Public Contract Code Section 7106)

_____, deposes and says that
(Authorized Representative)

he/she is _____ of _____
(Title) (Contractor/Company Name)

the party providing the foregoing proposal; that the proposal is not made in the interest of, or on behalf of, any undisclosed person, partnership, company, association, organization, or corporation; that the proposal is genuine and not collusive or sham; that the respondent has not directly or indirectly colluded, conspired, connived, or agreed with anyone else to put in a sham proposal; that the respondent has not in any manner, directly or indirectly, sought by agreement, communication, or conference with anyone to fix the proposal price, or to fix any overhead, profit, or cost element of the proposal price, or of that of any other respondent, or to secure any advantage against the public body awarding the contract of anyone interested in the proposed contract; that all statements contained in the proposal are true; and, further, that the respondent has not, directly or indirectly, submitted his or her price or any breakdown thereof, or the contents thereof, or divulged information of date relative thereto, or paid, and will not pay, any fee to any corporation, partnership, company association, organization, proposal depository, or to any member of agent thereof to effectuate a collusive or sham proposal.

(Signature) _____

(Typed Name) _____