

The seal of the State of Mississippi is a large, faint watermark in the background. It features an eagle with wings spread, perched on a shield with stars and stripes. The shield is set against a circular background with a rope-like border. The text "THE GREAT SEAL OF THE STATE OF MISSISSIPPI" is written around the top half of the circle, and "IN GOD WE TRUST" is written around the bottom half, with a star on each side.

OFFICE OF PROCUREMENT AND CONTRACTS

**REQUEST FOR QUALIFICATIONS
RFx #: 3120002180**

BOND AND TAX COUNSEL SERVICES

March 5, 2021

Contact information for this Request for Qualifications:

Bond and Tax Counsel Services RFQ
c/o DFA - Office of Procurement and Contracts
501 North West Street
Suite 1301-A Woolfolk Building
Jackson, Mississippi 39201
procurement@dfa.ms.gov

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SECTION 1. INTRODUCTION AND OVERVIEW

1.1 Purpose and Goals

The Mississippi Department of Finance and Administration (DFA) Office of Procurement and Contracts, on behalf of the State Bond Commission (Commission), issues this Request for Qualifications (RFQ) to solicit Statements of Qualifications (SOQ) from qualified, experienced, responsible and financially sound legal firms to provide bond and tax counsel services related to the issuance of various forms of indebtedness of the State of Mississippi. Services will be provided to the State's Bond Commission through direct coordination with DFA. The selected offeror will assist DFA by providing such services as requested for which the offeror has the technical capability to render. The State is an issuer, from time to time, of tax-exempt and taxable general obligation bonds, general obligation notes and revenue bonds, either for new money projects or to refund (advance and current) outstanding prior obligations of the State, secured by a pledge of the full faith, credit, and taxing power of the State or by a tax revenue pledge. Such bonds bear various call features, maturities, and interest rate contracts. In the past, such bonds have been issued to finance or refinance capital improvements, schools, colleges, universities, and economic development programs and loans. In the State, all debt must be authorized by specific legislation providing for the specific programs or projects to be financed. Such legislation provides the Commission with the authority to approve and authorize the sale and issuance of such bonds.

The Commission is seeking to engage a firm as outlined in this RFQ to provide specific legal and tax expertise and related services to the Commission regarding new or prospective bond issuances for the State, as well as for such services, as needed, for issues arising in connection with currently outstanding indebtedness of the State, including synthetically hedged bonds and services as may be required in connection with any audit of previously issued bonds of the State.

Offerors must have the proven ability to perform all core services requested in this RFQ. A more detailed listing of services is contained in **Section 4 – Scope of Services**. DFA seeks to enter into an indefinite quantity contract with a bond and tax counsel for these services. The Commission receives administrative support from DFA's Bond Advisory Division.

The awarded contract will be for three (3) years with the optional to renew for two (2) optional renewal years which may be exercised at the discretion of DFA. The effective date of this contract will be July 1, 2021. A draft copy of the contract has been included as Appendix C for your review.

A copy of this RFQ, including all appendices and attachments, and any subsequent amendments, including the Question and Answer amendment, if issued, will be posted to the Office of Procurement and Contracts tab on the DFA website at <http://www.dfa.ms.gov/dfa-offices/procurement-contracts/> under the "Bid/RFQ Notice" section. It is the responsibility of all interested offerors to monitor the website for updates regarding this procurement.

Although it is the desire of the Commission that the firm is able to provide all services required of bond counsel and tax counsel, the Commission may entertain a joint SOQ as long as such services are primarily provided in Mississippi.

News releases pertaining to the RFQ or any part of the RFQ shall not be made without prior written approval from DFA.

Before the award of any contract, the offeror will be required to document to DFA that it has the necessary capabilities to provide the core services specified in this RFQ. The offeror may also be required to provide additional client references, as well as related project experience detail in order to satisfy DFA that the offeror is qualified. DFA may make reasonable investigations, as it deems necessary and proper, to determine the ability of the offeror to perform the work, and the offeror shall be required to furnish to DFA all information that may be requested for this purpose. DFA reserves the right to reject any SOQ if the offeror fails to provide the requested information and/or fails to satisfy DFA that the offeror is properly qualified to carry out the obligations of the contract and to complete the work described in this RFQ.

1.2 Background

The State of Mississippi Bond Commission was created in 1966 by the Mississippi State Legislature to centralize the administration and management of the State's debt. The legislation established the composition and duties of the Commission.

The legislation established the membership of the Commission to consist of the Governor as Ex officio Chairman, the Attorney General as Ex officio Secretary, and the State Treasurer as an Ex officio Member. Any successive incumbents in the three offices will succeed their predecessors in the respective positions and assume the duties upon the completion of the oaths of office.

The Commission conducts business based on the majority of its members. The Commission may also delegate to their respective staff members the powers and duties as deemed necessary and adopt rules for the conduct of business.

The Commission issues debt on behalf of the State of Mississippi and, upon request, local governments. The Commission acts as the issuing agent for all bonds authorized and prescribed by the Mississippi Legislature. It advertises and accepts bids, negotiates the sale of bonds, issues and sells bonds, pays fees incurred during the issuance and other things necessary during the sale of bonds. The Commission also has the authority to retire bonds and refund (advance or current) outstanding bonds.

The Commission staff and Working Group consist of members from the respective offices of the three elected officials mentioned above. They work closely with each other on a daily basis to ensure the Commission acts on the most accurate and timely information available. Each office has staff members assigned specifically to the bond process. There are representatives from the Governor's office, the Department of Finance and Administration's Bond Advisory Division, the Attorney General's office staff attorneys assigned to DFA and the State Treasurer's office bond specific staff dedicated to the process.

1.3 Qualifications Submission Requirements

If submitting via MAGIC, the following documents are required in electronic format. If submitting in paper format, the original written SOQs shall be signed and submitted in a three-ring binder, along with ten (10) identical copies, with section components of the RFQ clearly tabbed as follows:

- Tab 1 – Statement of Qualification Form
- Tab 2 – **Section 2** Introduction/Signed SOQ Cover Letter
- Tab 3 – **Section 3** – Minimum Qualifications Confirmation
- Tab 4 – **Section 4** – Scope of Services Confirmation
- Tab 5 – **Section 5** – Compensation Confirmation
- Tab 6 – **Section 6** – Questionnaire with Responses
- Tab 7 – **Section 7** – References
- Tab 8 – **Section 8** – Service Plan
- Tab 9 – **Section 9** – Signed Acknowledgment of RFQ Amendments (if any)
- Tab 10 – **Section 10** – Résumés for Key Staff
- Tab 11 – **Section 11** – Additional Information

Each page of the SOQ must be numbered. Multiple page attachments and samples should be numbered internally within each document, and not necessarily numbered in the overall page number sequence of the entire SOQ. The intent of this requirement is that the Offeror submit all information in a manner so that it is clearly referenced and easily located. SOQ submitted are limited to a total of ten (10) pages, not including attachments which should be included in the appropriate appendix.

Additionally, the Offeror shall also provide the following:

- a. One (1) electronic copy of the complete SOQ including all attachments in a searchable Microsoft Office[®] format, preferably in Word[®] or Portable Document Format (PDF[®]).
- b. If the SOQ contains confidential information, one (1) redacted electronic copy of the complete SOQs including all attachments shall be submitted in a searchable Microsoft Office[®] format, preferably in Word[®] or Portable Document Format (PDF[®]).

If a redacted copy is not submitted, DFA shall consider the entire SOQ to be public record.

The redacted copy should identify which section or information has been redacted and the Offeror shall provide the specific statutory authority for the exemption. Per Mississippi Code Annotated §25-61-9(7), the type of service to be provided, the price to be paid and the term of the contract cannot be deemed confidential.

The redacted copy shall be considered public record and immediately released, without notification to Offeror, pursuant to any request under the Mississippi Public Records Act, Miss. Code Ann. §§25-61-1 *et seq.* and Miss. Code Ann. §79-23-1. Redacted copies shall also be used/released for any reason deemed necessary by DFA, including but not limited to, submission to the Attorney General's Office, State Personnel Board (SPB), posting to the Transparency Mississippi website, etc.

Modifications or additions to any portion of the procurement document may be cause for rejection of the SOQ. DFA reserves the right to decide, on a case-by-case basis, whether to reject a SOQ with modifications or additions as non-responsive. As a precondition to SOQ acceptance, DFA may request the Offeror to withdraw or modify those portions of the SOQ deemed non-responsive that do not affect quality, quantity, price, or delivery of the service. The RFQ issued by DFA is the official version and will supersede any conflicting RFQ language subsequently submitted in SOQ.

All documentation submitted in response to this RFQ and any subsequent requests for information pertaining to this RFQ shall become the property of DFA and will not be returned to the Offeror.

All information requested is considered important. If you have additional information you would like to provide, include it as Section 11 of your SOQ. Failure to provide all requested information and in the required format may result in disqualification of the SOQ. DFA has no obligation to locate or acknowledge any information in the SOQ that is not presented under the appropriate outline and in the proper location according to the instructions herein.

SOQs must be submitted in writing using the attached forms to the following address:

Bond and Tax Counsel Services RFQ
c/o DFA - Office of Procurement and Contracts
501 North West Street
Suite 1301-A Woolfolk Building
Jackson, Mississippi 39201

To prevent opening by unauthorized individuals, the SOQ, including any and all attachments, must be sealed in one package. The outside cover of the package containing the sealed bids **shall be labeled:**

SOQ – DO NOT OPEN
RFx # 3120002180

1.3.1 Statement of Qualifications Submission Period

SOQ shall be submitted no later than 2:00 PM Central Standard Time (CST), April 9, 2021.

Timely submission of the SOQ package is the responsibility of the Offeror. Any SOQ received after the deadline will be considered late and will be rejected and will not be considered for award. The Offeror shall be notified as soon as practicable if their SOQ was rejected and the reason for such rejection.

It is suggested that if a SOQ is mailed to DFA, it should be posted in certified mail with a return receipt requested. A SOQ received at the place designated in the solicitation for receipt of SOQ after the exact time specified for receipt shall not be considered unless it is the only SOQ received, or it is received before award is made and was sent by registered mail no later than the fifth (5th) calendar day before the date specified for receipt of SOQs. If determined by DFA that the late receipt was due solely to mishandling by DFA after receipt at the specified address, the SOQ may be considered for award.

The only acceptable evidence to establish the date of mailing is the U.S. Postal Service postmark on the wrapper or on the original receipt from the U.S. Postal Service. If the postmark does not

show a legible date, the contents of the envelope or package shall be processed as if mailed late. “Postmark” means a printed, stamped, or otherwise placed impression, exclusive of a postage meter impression, that is readily identifiable without further action as having been supplied and affixed by the U.S. Postal Service on the date of mailing. Offerors should request postal clerks to place a hand cancellation postmark (often called a bull’s eye) on both the receipt and the envelope or wrapper. DFA will not be responsible for mail delays or lost mail.

1.4 Important Dates

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|-----------------------------|--|
| March 5, 2021 | Request for Qualifications released |
| March 17, 2021 | Deadline to submit mandatory Letter of Intent by 2:00 PM CST |
| March 17, 2021 | Deadline to submit questions |
| March 23, 2021 | Responses to questions to be posted |
| April 9, 2021 | SOQs submission deadline by 2:00 PM CST |
| Week of May 10, 2021 | Oral Presentations/Interviews* |
| May 14, 2021 | Bond and Tax Counsel selected by the Commission |
| May 14, 2021 | Notice of Intent to Award distributed |
| May 19, 2021 | Notice of Contract Award published |
| July 1, 2021 | Contract effective date |

NOTE: Adjustments to the schedule may be made as deemed necessary by the Office of Procurement and Contracts.

**DFA anticipates any offerors selected as finalists will make oral presentations in Jackson, Mississippi or virtually and/or participate in oral interviews with DFA or its designees not more than one calendar week after DFA has requested an offeror to do so. Failure to be prepared to make an oral presentation or participate in an oral interview within this time frame may prevent the offeror’s SOQs from receiving further consideration. The main point of contact proposed in the offeror’s SOQ must be present during these interview.*

1.5 Mandatory Letter of Intent

All potential offerors are required to indicate their intention to submit a SOQ by 2:00 PM CST **March 17, 2021**. Notice shall be submitted via e-mail to Procurement@dfa.ms.gov. **Failure to submit the mandatory letter of intent shall disqualify a submitted SOQ from consideration.** An Offeror’s mandatory letter of intent shall indicate the organization’s primary contact, direct telephone number of contact, and e-mail address. The submission of a Notice of Intent does not obligate the firm to submit a SOQ.

1.6 Questions and Answers

Offerors should download the “Question and Answer” template from DFA website at <http://www.dfa.ms.gov/dfa-offices/procurement-contracts/>. Questions must be submitted on the referenced template and should be submitted via email to procurement@dfa.ms.gov with a subject

line: “Questions – Bond and Tax Counsel Services (RFX#3120002180)”. Questions must be received no later than **2:00 PM CST, on March 17, 2021**, to ensure a response by DFA. Responses to questions will be posted to the Office of Procurement and Contracts page on the DFA website at <http://www.dfa.ms.gov/dfa-offices/procurement-contracts/> under the “Bid/RFQ Notice” section as an amendment to the RFQ on **March 23, 2021**. Questions received after **March 17, 2021** may be considered for response, although there is no guarantee as to if or when a response will be provided. It is the Offeror’s sole responsibility to regularly monitor the website for amendments and/or announcements concerning this RFQ.

1.7 Acknowledgment of Amendments

DFA reserves the right to amend this RFQ at any time. Should an amendment to the RFQ be issued, it will be posted to the Office of Procurement and Contracts page on the DFA website at <http://www.dfa.ms.gov/dfa-offices/procurement-contracts/> under the “Bid/RFQ Notice”. Offerors must acknowledge receipt of any amendment to the RFQ by signing and returning the amendment with the SOQ or by letter. The acknowledgment must be included in the SOQ submission. Please monitor the website for amendments to the RFQ. DFA responses to questions will be treated as amendments to the RFQ and will require acknowledgment.

Through **March 17, 2021**, amendments will be sent to all organizations that request such notification and will be posted to the Bid/RFQ Notice link on the DFA website at <https://www.dfa.ms.gov/dfa-offices/procurement-contracts/>. After **March 17, 2021**, RFQ amendments will only be distributed to Offerors who have submitted a Letter of Intent.

1.8 Cost of Statement of Qualifications Preparation

All costs incurred by the Offeror in preparing and delivering its SOQ, making presentations, and any subsequent time and travel to meet with DFA regarding its SOQ shall be borne exclusively at the Offeror’s expense.

1.9 Right to Reject, Cancel and/or Issue Another RFQ

DFA specifically reserves the right to reject any or all SOQ received in response to the RFQ, cancel the RFQ in its entirety, or issue another RFQ.

1.10 Registration with Mississippi Secretary of State

By submitting a SOQ, the Offeror certifies that it is registered to do business in the state of Mississippi as prescribed by Mississippi law and the Mississippi Secretary of State or, if not already registered, that it will do so within seven (7) business days of being notified by DFA Office of Procurement and Contracts that it has been awarded a contract.

1.11 Debarment

By submitting a SOQ, the Offeror certifies that it is not currently debarred from submitting responses to procurements for contracts issued by any political subdivision or agency of the state of Mississippi or Federal government and that it is not an agent of a person or entity that is currently debarred from submitting responses to procurements for contracts issued by any political subdivision or agency of the state of Mississippi.

1.12 Right to Consider Historical Information

DFA reserves the right to consider historical information regarding the Offeror, whether gained from the Offeror's SOQ, conferences with the Offeror, references, or any other source during the evaluation process. This may include, but is not limited to, information from any state or federal regulatory entity.

1.13 State Approval

It is understood that this contract may require approval by the Attorney General and SPB. If required and if this contract is not approved, it is void and no payment shall be made hereunder. Every effort shall be made by DFA to facilitate rapid approval and a start date consistent with the proposed schedule.

SECTION 2. PROCUREMENT METHODOLOGY

2.1 Restrictions on Communications with DFA Staff and State Authorities

At no time shall any Offeror or its personnel contact, or attempt to contact, any member of the Commission, Working Group, Governor's Office employee, Attorney General's Office employee, Treasurer's Office employee or any DFA staff regarding this RFQ except the Office of Procurement and Contracts. Additionally, no Offeror may make any inquiries with respect to the RFQ to any employee or agent of the Office of the Governor, Office of the Attorney General, the Office of the State Treasurer, other state agencies or state authorities. Failure to adhere to this provision may result in disqualification. All correspondence should be sent to procurement@dfa.ms.gov. **Should it be determined that any Offeror has attempted to communicate or has communicated with any member of the Commission, Working Group, Governor's Office employee, Attorney General's Office employee, Treasurer's Office employee, or DFA employee outside of the Office of Procurement and Contracts regarding this RFQ, DFA, at its discretion, may disqualify the Offeror from submitting a SOQ in response to this RFQ.**

2.2 Acceptance of Qualifications

After receipt of the SOQ, DFA reserves the right to award the contract based on the terms, conditions, and premises of the RFQ and the SOQ of the selected firm without negotiation.

All SOQ properly submitted shall be accepted by DFA. After review DFA may request necessary amendments from all Offerors, reject any or all SOQ received, or cancel this RFQ, according to the best interest of DFA and the State of Mississippi.

DFA also reserves the right to waive minor irregularities in a SOQ providing such action is in the best interest of DFA and the State of Mississippi. A minor irregularity is defined as a variation of the RFQ which does not affect the price of the SOQ, or give one party an advantage or benefit not enjoyed by other parties, or adversely impact the interest of DFA. Where DFA may waive minor irregularities as determined by DFA, such waiver shall in no way modify the RFQ requirements or excuse the Offeror from full compliance with the RFQ specifications and other contract requirements should the Offeror be awarded the contract.

DFA reserves the right to exclude any and all non-responsive SOQ from any consideration for contract award. DFA shall award an indefinite quantity contract to the Offeror whose SOQ is responsive to the solicitation and is most advantageous to DFA and the State of Mississippi in price, quality, and other factors considered.

2.3 Disposition of Statement of Qualifications

The SOQ submitted by the successful Offeror shall be incorporated into and become part of the resulting contract. All SOQs received by DFA shall upon receipt become and remain the property of DFA. DFA shall have the right to use all concepts contained in any SOQ and this right shall not affect the solicitation or rejection of the SOQ.

2.4 Modification or Withdrawal of a Statement of Qualifications

Prior to the submission due date, a submitted SOQ may be withdrawn by submitting a written request for its withdrawal to DFA, signed by the Offeror.

A SOQ may submit an amended SOQ before the due date for receipt of SOQ. Such amended SOQ shall be a complete replacement for a previously submitted SOQ and shall be clearly identified as such. DFA shall not merge, collate, or assemble SOQ materials.

Unless requested by DFA, no other amendments, revisions, or alterations to SOQ shall be accepted after the SOQ due date.

Any submitted SOQ shall remain a valid for one hundred eighty (180) calendar days from the SOQ due date.

2.5 Rejection of Statements of Qualifications

A SOQ which includes terms and conditions that do not conform to the terms and conditions specified within this RFQ document is subject to rejection as non-responsive. Further, submission of a SOQ that is not complete and/or unsigned is subject to rejection as non-responsive. DFA staff reserves the right to permit the Offeror to withdraw nonconforming terms and conditions from its SOQ prior to a determination by DFA staff of non-responsiveness based on the submission of nonconforming terms and conditions. Any SOQ which is conditioned upon receiving award of both the particular contract being solicited and another Mississippi contract shall be deemed non-responsive and will be rejected.

2.6 Alternate Statement of Qualifications

Each Offeror, its subsidiaries, affiliates, or related entities shall be limited to one (1) SOQ which is responsive to the requirements of this RFQ. Failure to submit a responsive SOQ may result in the rejection of the Offeror's SOQ. Submission of more than one (1) SOQ by an Offeror may, at the discretion of DFA, result in the summary rejection of all SOQs submitted. An Offeror's SOQ shall not include variable or multiple pricing options.

2.7 Corrections and Clarifications

The Office of Procurement and Contracts reserves the right to request clarifications or corrections to SOQ. Any SOQ received which does not meet any of the requirements of this RFQ, including clarification or correction requests, may be considered non-responsive and eliminated from further consideration.

2.8 Statement of Qualification Evaluation

All SOQs received in response to this RFQ by the stated deadline will receive a comprehensive, fair, and impartial evaluation. An evaluation committee will evaluate the SOQs using a three-phase process, consisting of Compliance, Analysis, and Finalist phases. For SOQs determined to be compliant and responsive to the RFQ, consensus scoring will be used in the evaluation process using a 100-point scale. For SOQs ultimately determined to be finalists, points may be added based on presentations and site visits, if applicable. Consensus scoring involves solidarity or general agreement of opinion among evaluators, based on information and data contained in the

RFQ responses. The evaluation of any SOQ may be suspended and/or terminated at the DFA's discretion at any point during the evaluation process at which the DFA determines that said SOQ and/or Offeror fails to meet any of the mandatory requirements as stated in this RFQ, the SOQ is determined to contain fatal deficiencies to the extent that the likelihood of selection for contract negotiations is minimal, or DFA receives reliable information that would make contracting with the Offeror impractical or otherwise not in the best interests of DFA and/or the state of Mississippi. The evaluation process, including evaluation factors and weights, is described below:

Compliance Phase - In this phase of the evaluation process, all SOQs received will be reviewed by the procurement officer and/or designee to determine if the following mandatory requirements of this RFQ have been satisfied:

1. The Mandatory Letter of Intent submission deadline met.
2. SOQ submission deadline met.
3. Required format followed:
 - a. Signed original SOQ along with the required ten (10) copies of the complete SOQ
 - b. Electronic copy of complete SOQ, including attachments in searchable Microsoft Office® format, preferably in Word® or Portable Document Format (PDF®) on flash drive or compact disc;
 - c. An electronic redacted copy of complete SOQ, including attachments (as applicable); and,
4. Duration of SOQ requirement met.
5. Minimum Qualifications met.
6. Scope of Services (Section 4) confirmation submitted.
7. Compensation (Section 5) confirmation submitted
8. Questionnaire (Section 6) answered.
9. References (Section 7) provided.
10. Service Plan (Section 8) answered.
11. Signed Acknowledgement of RFQ Amendment(s) (Section 9), including the amendment with DFA's Responses to Questions, if any posted, submitted.
12. Résumés for Key Staff (Section 10) provided.
13. Required SOQ attachments provided, if any, and any additional information (Section 11) provided.

Failure to comply with these requirements may result in the SOQ being eliminated from further consideration. Those Offerors passing the Compliance Phase will be evaluated further.

Weight – The Compliance Phase of the evaluation is considered pass/fail.

Analysis Phase – In this phase of the evaluation process, the evaluation committee will utilize consensus scoring to determine numerical scores for each qualified SOQ received, relative to the technical and management factors of each SOQ. Evaluation factors are listed in order of their relative importance and weight:

1. Technical (Weight/Value – 65%) – The quality and completeness of the Offeror’s solutions and action plans for providing the core services identified, demonstrating understanding, responsiveness, effectiveness, efficiency, and value to DFA in proposed approach.
2. Management (Weight/Value – 35%) – The personnel, equipment, and facilities to provide timely access to bond and tax counsel services for a plan of comparable size; the ability to technically implement and maintain the structure and resources for providing all services listed in this RFQ, demonstrating where applicable the ability to perform the service reflected by technical training, education and general experience of staff and a documented record of past performance of providing bond and tax counsel services.

Upon completion of the Analysis Phase, the evaluation committee will review and compare the numerical scores from among the remaining qualified Offerors in order to determine finalists. The top scoring Offeror, as well as all other Offerors with scores within ten points of the top scoring Offeror, will be named as finalists and will be further evaluated.

Finalist Phase – In this phase of the evaluation process, the evaluation committee will seek to determine from among the finalists whose SOQ is the most advantageous to DFA. Points may be awarded as part of the finalist evaluation process based on the finalist presentation. This phase consists of the following components:

1. Record of Past Performance of Similar Work (Experience and Qualifications) – From among the finalists, client references will be contacted to verify demonstration of an acceptable level of past performance for programs of a similar size and complexity as DFA.
Weight/Value – This component of the evaluation is considered pass/fail.

Upon completion of the evaluation of SOQs, the evaluation committee will determine the top scoring SOQ and provide a recommendation to the Commission. The Commission will make a determination as to the SOQ deemed most advantageous to the Commission and will authorize the issuance of a Notice of Intent to Award the contract to the selected firm and authorize contract negotiations with the selected firm. Subsequent to such authorization by the Commission, all participating offerors will be notified in writing of the contract award and will be afforded the opportunity to participate in a post-award debriefing.

2.9 Right of Negotiation

Discussions and negotiations regarding price and other matters may be conducted with an offeror who submits a SOQ determined to have reasonable likelihood of being selected for award, but a SOQ may be accepted without such discussions. DFA reserves the right to further clarify and/or negotiate with the offeror evaluated best following completion of the evaluation of the SOQ but prior to contract execution, if deemed necessary by DFA. DFA also reserves the right to move to the next best offeror if negotiations do not lead to an executed contract with the best offeror. DFA reserves the right to further clarify and/or negotiate with the proposer on any matter submitted.

2.10 Post Award Debriefing

A vendor, successful or unsuccessful, may request a post-award vendor debriefing, in writing, by U.S. mail or electronic submission, to be received by DFA within three (3) business days of notification of the contract award. A vendor debriefing is a meeting and not a hearing; therefore, legal representation is not required. If a vendor prefers to have legal representation present, the vendor shall notify DFA and identify its attorney. DFA shall be allowed to schedule and/or suspend and reschedule the meeting at a time when a representative of the Office of the Mississippi Attorney General can be present.

SECTION 3. MINIMUM QUALIFICATIONS

The following minimum qualifications are mandatory. Please respond by restating each requirement, including the number, listed below with documentation that proves specifically how your firm meets that qualifications. Please include in your responses the total number of years and types of experience of your firm. If, in the opinion of the Office of Procurement and Contracts, the Offeror fails to prove that the proposing firm meets any of these minimum qualifications, the SOQ will be disqualified from further evaluation. If this happens, the Offeror will be notified of the decision and will have an opportunity to provide additional information to prove the firm does meet the minimum qualifications. It is incumbent upon the disqualified Offeror to respond timely and completely to any such notice as unreasonable delays and/or non-responsive submissions may result in the disqualification being upheld without further review.

1. The Offeror shall have at least five (5) years of experience in providing the type of bond and tax counsel services procured through this RFQ. The determination of the length of time an entity has provided these services will be based upon the initial date your firm established a contractual relationship to provide such bond and tax counsel services. The Offeror must provide sufficient detail to demonstrate it has significant experience in working with programs similar in size and complexity to the State.
2. The Offeror shall be listed in the section entitled "Municipal Bond Attorneys" in the Mississippi section of the most recent edition of The Bond Buyer's Municipal Marketplace;
3. The Offeror shall have given solo validity and tax opinions in municipal financing transactions since passage of the federal Tax Reform Act of 1986 or must have served as co-counsel in giving validity and tax opinions in at least four separate municipal financing transactions since passage of the federal Tax Reform Act of 1986;
4. The Offeror, in instances for which specialized tax advice beyond normal bond counsel services may be required, must have attorneys who practice full-time in the area of public finance tax law or must be able to identify a sufficient alternative to providing competent specialized tax advice to be approved by DFA;
5. The Offeror, in instances for which specialized securities law services beyond normal bond counsel services may be required, must have attorneys who practice full-time in the area of municipal securities law or must be able to identify a sufficient alternative to providing competent specialized municipal securities law advice to be approved by DFA;
6. The Offeror shall have no relationships or activities that might present a conflict of interest for the State;
7. The lawyer(s) who will be primarily responsible for providing the legal services necessary (i) shall be licensed or admitted to practice law in Mississippi, (ii) shall satisfy the requirements of (3) above, and (iii) shall agree to primarily perform the legal service requested in Mississippi; and
8. The awarded offeror shall agree to maintain a level of malpractice insurance, including deductible, and appropriate to each issue, to cover errors and omissions, improper judgment, or negligence. Insurance carriers must be licensed or hold a Certificate of Authority from the Mississippi Department of Insurance. The successful firm shall be

prepared to provide evidence of required insurance upon request by the DFA at any point during the engagement period and should consult with legal counsel regarding its obligations.

9. The bond and tax counsel shall provide all services directly related to this contract from an office(s) located in the United States. Indicate your agreement with this requirement and identify any locations outside the State of Mississippi in which you propose to provide the services described in this RFQ.

SECTION 4. SCOPE OF SERVICES

Please respond to *Section 4 – Scope of Services* by restating each service listed and confirm your intention to provide the service as described by responding, “*Confirmed*”. If your firm can provide the service, but not exactly as described, respond, “*Confirmed, but with exceptions*”, and state the specific exceptions. If your firm intends to provide a listed service through a subcontractor, respond, “*Confirmed, service will be provided through subcontractor*”, and name the subcontractor. If your firm is currently unable to provide a listed service, respond by stating, “*Unable to provide this service*”. Any additional details regarding these services should be provided in your responses to the questionnaire, or as additional information included as an appendix to your SOQ.

The firm selected by the Commission will be required to perform all legal services and duties customarily and usually performed by bond and tax counsel with respect to the issuance of general obligation bonds, revenue bonds, limited tax obligation bonds, refunding general obligation bonds, and other valid evidences of indebtedness, including variable rate borrowing structures and short-term debt instruments. These services will be required from time to time on an ongoing and continual basis during the term of this engagement. The following are to be included in the specific tasks to be performed with respect thereto. However, this shall in no way be considered as a complete list of tasks.

1. The Counsel shall be responsible for the preparation of all resolutions, indentures, and other bond security documents for consideration and adoption by the Commission;
2. The Counsel shall be required to prepare all notices of sale, bid forms, and other materials necessary to market the bonds;
3. The Counsel shall provide assistance in the preparation of the State's preliminary official statement and final official statement, including, but not limited to, those sections related to the legality and tax-exempt status of the interest on the bonds;
4. The Counsel shall provide assistance in continuing disclosure compliance responsibilities;
5. The Counsel shall assist with the structuring of the bonds, i.e., maturities, terms, etc.;
6. The Counsel shall be responsible for the delivery of opinions with respect to the bonds to the effect that (i) such bonds constitute valid obligations of the State, (ii) interest on the bonds is excluded from gross income for federal income tax purposes under existing statutes, regulations, rulings, and court decisions (for federal tax-exempt bonds), and (iii) in their participation in the preparation of the preliminary official statement and the final official statement related to the bonds, nothing has come to their attention that would give them a reason to believe that such documents (except for the financial statistical data included therein as to which no view need be expressed) contained any untrue statement of a material fact or omitted to state any material fact that was required to be stated therein or necessary to make the statements contained therein, in light of the circumstances under which they were made, misleading;
7. The Counsel shall provide assistance with the preparation of the form of the bonds;
8. The Counsel shall assist with the verification of bids and computation of yields;

9. The Counsel shall be responsible for the preparation of all closing documents, including tax and arbitrage certificates, and refunding escrow agreements, as applicable, and assistance in the execution thereof;
10. The Counsel shall prepare closing transcripts;
11. The Counsel shall provide regular communication with the Commission, DFA, the Office of the Attorney General, the Office of the State Treasurer, and other State staff as required both prior to and following the issuance and sale of the bonds;
12. The Counsel shall be responsible for the study of applicable federal and state laws and local resolutions to assure that the Commission has the legitimate power to authorize such indebtedness and the associated compliance therewith;
13. The Counsel shall review those same laws and resolutions to certify that the Commission indeed has the authority to issue bonds of which interest on the bonds is includable in or exempt from taxation to the purchasers of those securities as appropriate;
14. The Counsel shall draft and examine documents and procedures related to the bond issue to maintain compliance with all relevant laws dictating proper procedures;
15. The Counsel shall participate in activities associated with rating agency review of documentation;
16. The Counsel shall provide assistance to the Commission in preparing its resolutions and indentures for, among other things, rating agency review requests and other special needs;
17. The Counsel shall be required to provide assistance to the Commission, its financial advisor, and underwriters in other matters as necessary to ensure the successful marketing, sale, and closing of the bonds; and
18. The Counsel shall be responsible for the handling of post issuance compliance matters, including any audits by the Internal Revenue Service.

SECTION 5. COMPENSATION

Please respond to *Section 5 – Compensation* by restating each compensation rate listed and confirm your intention to provide the service at the stated rate as described by responding, “*Confirmed*”.

1. For general obligation bond issuances or current refundings in an aggregate principal amount of \$100,000,000 or less, a fee of \$50,000 plus expenses of \$2,500.
2. For general obligation bond issuances or current refundings in an aggregate principal amount of more than \$100,000,000, a fee of \$50,000, plus \$.25 per \$1,000 bond aggregate principal amount in excess of \$100,000,000, plus expenses of \$2,500.
3. For a short term general obligation note a fee of \$30,000 plus expenses of \$2,500.
4. For a variable rate, an advance refunding, a revenue, a lease purchase (excluding the Master Lease Program) or a similar bond issuance, a fee to be negotiated depending upon the complexity of each such bond issuance.
5. The Firm will provide advice to the State in connection with previous bond issues of the State (excluding advice on audits and any type of derivative products), expenditures of bond proceeds, and legal structuring of future bond issues at no cost to the State. The Firm will also accompany the State to rating agency presentations at no cost to the State.
6. Expenses charged for bond issuances by the Firm do not include reimbursement to the Firm for expenditures of the statutory fees of the State’s bond attorney.

SECTION 6. QUESTIONNAIRE

1. Provide the name, title, mailing address, e-mail address, and telephone number of the contact person for this SOQ.
2. State the full name of the proposing firm and provide the address, and telephone number of the principal place of business.
3. List the office that will provide the services outlined herein. If it is located at a different address than the home office, provide the complete address, phone number, and facsimile number for this office.
4. Describe your organizational structure. Indicate whether your firm operates as a corporation, partnership, individual, etc. If it is incorporated, include the state in which it is incorporated, and list the names and occupations of those individuals serving on your firm's Board of Directors.
5. List the name and principal occupation or business of any person or entity owning 10% or more of your firm.
6. Describe any ownership or name changes your firm has been through in the past three years. Are any ownership or name changes planned?
7. Describe any changes in the organizational structure that have occurred within your firm over the past twenty-four months or are anticipated during the next twenty-four months including, but not limited to, addition or elimination of product or business lines, mergers, firm acquisitions, etc.
8. How long has the proposing firm been providing bond and tax counsel services? Please indicate the month and year in which the proposing firm was established.
9. What was the average number of employees in your firm for the past twelve months? Has this average changed in the past three years?
10. State if the proposed account executive, any officers or principals and/or their immediate families are, or have been within the preceding twelve months, employees of the State of Mississippi.
11. Provide a brief description of any outside vendors or subcontractors that will be involved in providing key services detailed within your SOQ. Please include the term of your current contract with each vendor or subcontractor. Describe the nature of the relationship with the subcontractor, including any ownership interest.
12. Has your firm ever been involved in a lawsuit involving any area covered by this RFQ? If yes, provide details including dates and outcomes.
13. During the past five (5) years, has your firm, related entities, principals or officers ever been a party in any material criminal litigation, whether directly related to this RFQ or not?

If so, provide details including dates and outcomes.

14. Has your firm been cited or threatened with citation within the last three years by federal or state regulators for violations of any federal, state, or local law or federal, state or local regulation? If the answer is yes, please describe the circumstances in detail.
15. Confirm that your firm is not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from covered transaction by any federal department or agency, or by any political subdivision or agency of the State of Mississippi.
16. Provide a complete résumé for each staff member (in Tab 10 of your SOQ) who will be assigned to render services to DFA, including detailed information on any special training or designations.
17. Please confirm the SOQ is valid for at least 180 days subsequent to the date of submission.

SECTION 7. REFERENCES

All of the requested references should be provided using the References Form in Appendix B.

1. A list, including name(s), address(es), and telephone number(s), for references of investment bankers who have underwritten bond issues for which the firm has provided bond counsel and tax opinions or served as underwriter's counsel in the last four (4) years.
2. List up to three governmental clients for whom your firm has provided one or more of the services requested in this RFQ.
3. List all clients who have discontinued use of your services in the last five (5) years and your understanding of the reason services with your firm were discontinued.

SECTION 8. SERVICE PLAN

In preparing your written response to any RFQ question or request for information, you are required to repeat each question, including the number, or requirement followed by your response. Please provide complete answers and explain all issues in a concise, direct manner. If you cannot provide a direct response for some reason (e.g., your firm does not collect or furnish certain information), please indicate the reason rather than providing general information that fails to answer the question. “Will discuss” and “will consider” are not acceptable answers.

8.1 Organization Structure and Staffing

1. As of March 5, 2021, what is the number of attorneys at your firm practicing in the area of public finance?
2. What are your hours of operation in the Central Time Zone?
3. Provide a description of how the firm is organized to facilitate coordination of the various specialists who will be performing the several aspects of the required legal services.
4. Description of the availability of the assigned individuals to the staff of DFA and the Commission or its representatives as needs and questions arise both before and after the sale and issuance of the bonds.
5. Provide the name(s) of the attorney(s) who will be primarily responsible for any engagement resulting from this RFQ. Provide the qualifications, including the state(s) licensed to practice in, certifications, education, skills, and experience of the attorney(s) who will be primarily responsible for providing the required services. Also, list at least two (2) separate municipal financing transactions in which the primary attorney(s) provided solo validity and tax opinions for since the passage of the Tax Reform Act of 1986. If no solo validity and tax opinions have been given, list at least four (4) separate municipal financing transactions in which the primary attorney(s) served as co-counsel in giving validity and tax opinions since the passage of the federal Tax Reform Act of 1986.
6. Provide the name(s) of the attorney(s) who will assist the primary attorney(s). Please provide the qualifications, including licenses, certifications, education, skills, and experience of the attorney(s) who will assist the primary attorney(s) with providing the required services.
7. Provide the name(s) of the attorney(s) who will be providing tax counsel services. If the qualifications of the attorney(s) providing tax counsel services has not been previously described, please include tax counsel's qualifications in response to this paragraph. Include licenses, certifications, education, skills, and experience of the firm's tax counsel. Note: If the attorney(s) providing tax counsel services will be outsourced from another firm, the name and location of the firm must also be included along with the tax counsel's qualifications.
8. Provide the name(s) of the attorney(s) who will be providing securities law services. If the qualifications of the attorney(s) providing securities law services has not been previously described, please include the securities law counsel's qualifications in response to this paragraph. Include licenses, certifications, education, skills, and experience of the firm's

tax counsel. Note: If the attorney(s) providing securities law counsel services will be outsourced from another firm, the name and location of the firm must also be included along with the securities law counsel's qualifications.

8.2 Bond and Tax Counsel Experience

9. How many bond issues, for which primary and assisting lawyers acted as sole bond and tax counsel, have been issued by or on behalf of the State and its political subdivisions in excess of \$50,000 have been issued in the last five (5) years?
10. How many audits by the Internal Revenue Service your firm has handled for clients during the preceding five (5) years? Please provide details related to the outcome of these audits.
11. Please provide a listing of other engagements, including but not limited to underwriter's counsel, under which services similar in scope, size, or discipline to the required services were performed or undertaken within the previous five (5) years.
12. Please provide a detailed explanation of the Public Finance experience concerning variable rate demand bond structures and derivative products used in connection with municipal bond hedges, and dedication to federal tax expertise related to municipal obligations. As part of the response to this item, include a list of the variable rate demand obligation transactions and derivative products for which the primary and/or assisting attorneys have served as counsel for during the previous four years.

8.3 Quality Assurance

13. Provide a detailed explanation of the quality control and due diligence policies and procedures of the firm.
14. Please provide a description of resources available within the firm to assist with providing technical arbitrage yield calculations and bid verifications.

8.4 Conflict of Interest

15. Do you have any existing busy relationships which may present a conflict of interest for performing the requested services for the State? If so, please provide a detailed explanation on relationships and/or activates and how these might present a conflict of interest.

8.5 Legal and Liability

16. Please list the type of malpractice insurance the firm carries, the name of the carrier, and the limits of coverage for bond and tax counsel work.
17. Please provide a list of all malpractice litigation or claims made against your firm, within the past five (5) years, and the disposition of same.

8.6 Compensation

18. Will the firm request an additional compensation not stated in *Section 5, Compensation*?

Appendix A – Statement of Qualifications Cover Sheet

Firm Name: _____

SOQs are to be submitted as directed in *Section 1.2, Statement of Qualifications Submission Requirements*, of this RFQ, on or before April 9, 2021 by 2:00 PM CST.

| | |
|---|--|
| Firm Representative | |
| Firm Representative Title | |
| Firm Representative Mailing Address | |
| Firm Representative Mailing City, State, Zip | |
| Firm Representative Telephone: | |
| Firm Representative E-Mail Address: | |

Please identify the Office/Branch which will provide services for DFA if different from above:

| | |
|---|--|
| Office Contact Person | |
| Office Contact Person Telephone Number | |
| Office Contact Person Email Address | |
| Office Contact Person Physical Address | |
| Office Contact Person City, State, Zip | |
| Office Contact Person Mailing Address | |
| Office Contact Person City, State, Zip | |

Offeror certifies that the above information is true and grants permission to OPC to contact the above named person(s) or otherwise verify the information provided.

Are you currently registered as a Supplier in MAGIC? ___ YES ___ NO

If known, what is your supplier number? _____

Are you currently registered with PayMode? ___ YES ___ NO

Does the firm have any relationships or activities that present a conflict of interest? If so, please provide a detailed explanation.

By signing below, the Company Representative certifies that he/she has authority to bind the company, and further acknowledges and certifies on behalf of the firm:

1. That the Offeror will perform the services required at the prices stated in their SOQ;
2. That the pricing submitted will remain firm for the contract term,;
3. That, to the best of its knowledge and belief, the cost or pricing data submitted is accurate, complete, and current as of the submission date;
4. That the Offeror is listed in the section titled “Municipal Bond Attorneys” in the most recent edition of The Bond Buyer’s Municipal Marketplace;
5. That the Offeror has submitted copies of the required insurance certificates to meet the Minimum Qualifications as stated in **3, *Minimum Qualifications***
6. That the counsel is licensed or authorized to provide the proposed services in the State of Mississippi.

Signature: _____

Date: _____

[Appendix B - References](#)

| | |
|--|--|
| Client Name | |
| Contact Name and Title | |
| Contact Address | |
| Contact Telephone Number | |
| Email Address | |
| Type of work provided to the client and amount of debt issued | |
| Contract effective dates for the time period(s) services provided to client | |

| | |
|--|--|
| Client Name | |
| Contact Name and Title | |
| Contact Address | |
| Contact Telephone Number | |
| Email Address | |
| Type of work provided to the client and amount of debt issued | |
| Contract effective dates for the time period(s) services provided to client | |

| | |
|--|--|
| Client Name | |
| Contact Name and Title | |
| Contact Address | |
| Contact Telephone Number | |
| Email Address | |
| Type of work provided to the client and amount of debt issued | |
| Contract effective dates for the time period(s) services provided to client | |

Additional references to meet the requirements of the procurement should be submitted on a separate page.

Appendix C - Draft Bond and Tax Counsel Services Contract