

**REQUEST FOR PROPOSALS
PROFESSIONAL LEGAL SERVICES CONTRACTS
TOWN OF AMHERST, NEW YORK**

The Town of Amherst (Town) is requesting proposals (RFP) from qualified individuals and firms to serve as bond counsel for the Town. This RFP has been prepared in a manner consistent with the Government Finance Officers Association "Best Practice: Selecting Bond Counsel" and the National Association of Bond Lawyers "The Selection and Evaluation of Bond Counsel." If selected, a retainer agreement will be requested at a compensation rate agreed upon. The subject matter of such litigation includes all aspects of said proceedings. Counsel will have a close working relationship with the Town Attorney's Office.

Copies of the complete Request For Proposals may be obtained from the Town's website at www.amherst.ny.us or by sending an e-mail request to townattorney@amherst.ny.us.

The deadline for delivery of responses to this request is 4:00 p.m. on May 23, 2018.

**REQUEST FOR PROPOSALS
PROFESSIONAL LEGAL SERVICES CONTRACTS : BOND COUNSEL**

PURPOSE OF REQUEST

The Town of Amherst (Town) is requesting proposals (RFP) from qualified individuals and firms to serve as bond counsel for the Town. This RFP has been prepared in a manner consistent with the Government Finance Officers Association "Best Practice: Selecting Bond Counsel" and the National Association of Bond Lawyers' "The Selection and Evaluation of Bond Counsel." If selected, a retainer agreement will be requested at a compensation rate agreed upon.

PERIOD OF SERVICES

From retention through December 31, 2020.

SCOPE OF SERVICES

1. Provide legal advice and consultation relating to tax matters associated with public financing.
2. Provide legal opinions with respect to the authorization and issuance of debt obligations and whether the interest paid is tax-exempt under Federal and/or State laws and regulations.
3. Draft and review legal documentation including all required resolutions, financing documents, closing documents and transcripts and coordinate the authorization and execution of those documents.
4. Provide ongoing legal services in matters relating to interpretation of applicable regulations, legislation or pending litigation.
5. Participate in conference calls or meetings, as requested, relating to the issuance of bonds or notes.
6. Provide ongoing information to the Town staff regarding the activity and legal status of the financing.
7. Perform due diligence regarding the Town and the financing.

PROPOSAL REQUIREMENTS

In order for a proposal to be considered, said proposal must be clear, concise, complete, well organized and demonstrate both respondent's qualifications, and its ability to follow

instructions. The quality of answers, not length of responses or visual exhibits is important in the proposal. The proposal shall be organized in the format listed below.

1. Briefly describe the firm's practice in public finance and related areas of law, particularly with regards to municipal financing in New York, and give a brief history of the firm.
2. Describe your firm's capabilities and experience with municipal bond related tax matters. If your firm does not have in-house municipal bond related tax expertise, describe how you would help the Town receive municipal bond related tax advice.
3. Describe your firm's experience with and approach to applicable federal securities laws and regulations.
4. Describe your firm's practice areas other than municipal finance, if any.
5. Describe the knowledge and experience of the attorneys that would be assigned to the Town's transaction(s), particularly the individual(s) who would be the Town's primary day-to-day contact(s).
6. Describe your firm's and assigned personnel's ability to evaluate legal issues, prepare documents, and complete other tasks of a bond transaction in a timely manner.
7. Identify and briefly describe comparable financings in which the firm has served as bond counsel or other counsel during the past five (5) years. If you have noted unique, complex, or challenging issues in connection with the proposed financing, indicate how the experience and expertise of your firm will be utilized to complete the necessary legal work.
8. Name five (5) municipal issuers represented by the firm, describe the nature of the representation, and for each issuer list the e-mail address, telephone number, and title of an official who may be contacted as a reference.
9. Provide a case study that demonstrates your firm's ability to problem-solve on behalf of an issuer.
10. Describe your firm's proposed compensation.
11. Describe any existing or potential conflict of interest arising from your relationships with or representation of other parties that should be considered as a factor in determining your objectivity, and provide to the Issuer sufficient facts, legal

implications, and possible effects in order for the Issuer to appreciate the significance of each potential conflict and grant an appropriate waiver, if necessary.

12. Describe and state the conclusion reached of any disciplinary action, administrative proceeding, malpractice claim or other like proceedings against your firm or any of its lawyers, whether current or pending, as well as any such action, proceeding or claim occurring during the past five (5) years.

13. Describe the level of malpractice insurance carried by your firm, including the deductible amount, to cover errors and omissions, improper judgments, or negligence.

14. Provide your firm's proposed bond counsel contract.

EVALUATION CRITERIA

Firms submitting a proposal are advised that all proposals will be evaluated to determine the firm deemed most qualified to meet the needs of the Town. The evaluation criteria will include, but not be limited to, the items listed below:

1. Demonstrated understanding and responsiveness to the Request for Proposal.
2. Experience and expertise of firm and personnel named in the proposal.
3. Past experience with providing bond counsel services to new municipal entities.
4. Satisfaction of previous clients.
5. Fees.

SUBMISSION REQUIREMENTS

This RFP may be responded to in one of two ways:

1. Please submit one (1) original and nine (9) copies of the RFP on white 8.5" x 11" paper no later 4:00 p.m. on May 23, 2018 to:

Stanley J. Sliwa, Esq., Town Attorney
Town of Amherst
5583 Main Street
Williamsville, New York 14221

Each proposal package must be delivered in a sealed envelope that is clearly marked: **LEGAL SERVICE PROPOSAL - BOND COUNSEL**

2. Please submit one (1) PDF of your response via email to townattorney@amherst.ny.us with the subject line clearly marked: **LEGAL SERVICE PROPOSAL - BOND COUNSEL**

Once delivered, proposals will be secured unopened so long as the envelope is marked as described above. Telephone and facsimile proposals will not be accepted.

Each proposer's proposal must be received by the Town by the stated due date. The Town is not responsible for any internal or external delivery delays that may cause the proposer's package to arrive beyond the deadline. To be considered, a proposal package **MUST** arrive in the place specified herein and be time-stamped prior to the deadline.

INTERVIEWS

Those firms considered most qualified to provide the desired services based on an evaluation of the written proposals may be invited for an interview.