



OFFICE OF THE COMPTROLLER
CITY OF ST. LOUIS



DARLENE GREEN
Comptroller

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November 9, 2012

Dear Counsel:

Enclosed for your consideration is a Request for Qualifications for law firms interested in serving as underwriter's counsel and/or bond counsel to a proposed current refunding of Lambert-St. Louis International Airport Revenue Refunding Bonds, Series 2003A

The City seeks to establish a team of underwriters and attorneys comprised of the most qualified firms to develop a sound, strategic approach to the near-term and long-term needs of Lambert Field.

We look forward to receiving your ideas and qualifications.

Sincerely,

Darlene Green
COMPTROLLER

Enclosure



**CITY OF ST. LOUIS, MISSOURI
LAMBERT-ST. LOUIS INTERNATIONAL AIRPORT
REQUEST FOR QUALIFICATIONS
FOR BOND COUNSEL OR UNDERWRITER'S COUNSEL**

A. INTRODUCTION

The Honorable Darlene Green, Comptroller of the City of St. Louis, Missouri (the "City") on behalf of the City and the Lambert-St. Louis International Airport ("Lambert" or the "Airport") is seeking proposals from law firms to serve as retained bond counsel or underwriters' counsel for the contemplated current refunding of its Series 2003 Bonds.

B. SUBMITTAL AND EVALUATION OF PROPOSALS

Please submit a total of 5 sealed "hard" copies of your proposal no later than 12:00 pm Central Standard Time on **Tuesday, November 27, 2012** to the following individuals:

Five (5) copies to:

Ms. Ivy Neyland-Pinkston
Deputy Comptroller for Finance and Development
City of St. Louis Comptroller's Office
1520 Market Street, Suite 3005
St. Louis, Missouri 63103

In addition, please transmit a copy of your proposal via email to both David Thomson at dthomson@sbsco.com and Nic Malas at nmalas@sbsco.com no later than 12:00 pm Central Standard Time on **Tuesday, November 27, 2012**.

The City intends to evaluate each proposal received and to select a firm(s) to represent the City of St. Louis regarding matters that pertain to outstanding and future bond indebtedness. All questions related to this request for qualifications should be directed by email to either David Thomson at dthomson@sbsco.com or Nic Malas at nmalas@sbsco.com no later than 12:00 pm (CST) on **Tuesday, November 20, 2012**. Proposers are not to contact officials and officers of the City, Airport, or Feasibility Consultant regarding this proposal. No questions other than via email transmission will be accepted.

Late proposal or faxed copies of your proposals will not be accepted. All material submitted in accordance with this solicitation becomes the property of the City and will not be returned. All costs incurred in the proposal process will be the sole responsibility of the submitter.

Joint proposals will not be accepted.

C. PROPOSAL CONTENTS

The following questions should be answered in preparing your response to the RFP. Each question should be restated with the answer immediately following unless inclusion in an appendix is more practical. Proposals are limited to ten (10) pages, excluding the cover letter and appendices.

1. Please indicate which position (bond counsel or underwriters' counsel) for which your firm would like to be considered.

2. Please provide a summary of your firm's qualifications as they relate to providing bond counsel or underwriters' counsel services. (Please limit to two pages.)
3. Provide a brief description of how your firm would propose to provide the legal services. This should include approach to implementing contract, ongoing service provisions, hourly fees, responsiveness, office location(s), etc.
4. Please provide a description of relevant bond counsel or underwriters' counsel experience for Lambert and other airport clients. Include case studies for your two most recent airport transactions and the specific contributions made by your firm.
5. Please identify the name, title, role and office locations, of the three most senior individuals assigned to work as the City's counsel. Identify three large issuing clients of the firm served by these individuals. Please provide a statement as to the availability and accessibility of the individuals assigned. Provide brief resumes of each team member in an Appendix.
6. Please provide a description of the firm's access to authoritative sources of existing and emerging Federal Legislation or Treasury regulations which affect the municipal debt market in general, and the airport industry in particular.
7. Please state any potential conflicts of interest.
8. Include, in an Appendix, copies of your firm's most recent Equal Employment Opportunity form (EEO-1) and Affirmative Action policies.

D. SELECTION PROCESS

The City is actively seeking participation by MBE and WBE firms and encourages those firms to submit proposals. Firms will be notified of their selection status within two months of responses being received.

The City reserves the right to (1) reject any and all proposals with or without cause; (2) request additional information as the City may deem necessary and (3) disqualify any firm and reject any proposals for failure to promptly provide such additional information.

E. OTHER MATTERS

BECAUSE OF FREQUENT PERSONNEL CHANGES IN THE LEGAL ARENA AND UNDERWRITING FIELD, THE COMPTROLLER EXPLICITLY RESERVES THE RIGHT TO REMOVE ANY FIRM OR FIRMS FROM THE LAMBERT FINANCING TEAM FOR ANY REASON – INCLUDING, BUT NOT LIMITED TO, IF AN ASSIGNED LAWYER LEAVES A PARTICULAR FIRM, OR A FIRM IS ACQUIRED BY ANOTHER ORGANIZATION OR NEGATIVE INFORMATION ABOUT A PARTICULAR FIRM IS RELEASED IN THE FUTURE. OTHER LAW FIRM(S) MAY OR MAY NOT BE ADDED TO THE FINANCING TEAM IF SUCH AN EVENT OCCURS.