



**THE CITY OF ST. LOUIS, MISSOURI
TAX AND REVENUE ANTICIPATION NOTES REQUEST FOR STATEMENTS OF
QUALIFICATIONS FOR BOND COUNSEL and/ or UNDERWRITERS COUNSEL**

A. INTRODUCTION

The Office of the Comptroller of the City of St. Louis, Missouri (the “City”) is requesting Statements of Qualifications from firms to serve as either bond counsel (BC) or underwriters counsel (UC) for the City’s short-term borrowing (TRANS) program for a three year period with two one year extensions. The extensions are to be decided at the sole discretion of the Office of the Comptroller. Respondents to this RFQ may submit for both the BC and UC as **one submission** or they may submit for one position only. Please mark your responses accordingly. Please note, if selected, your firm can only be selected to act as either BC or UC.

B. RFQ SUBMITTAL REQUIREMENTS

Please submit one **ELECTRONIC** copy of your proposal no later than **4:00 p.m. Central Standard Time on Monday, October 15, 2012 to:**

Beverly Fitzsimmons at fitzsimmons@stlouis-mo.gov
and
Charlotte Knight-Marshall at ckm@tkgadvisors.net

Direct all questions related to this RFQ to Elaine Spearman (314) 622-4932, Beverly Fitzsimmons (314) 589-6035, John Zakibe (314) 622-4912 or Charlotte Knight-Marshall at (312) 329-8100. Late proposals will **not** be accepted. All material submitted in accordance with this solicitation become the property of the City. All costs incurred in the proposal process will be the sole responsibility of the respondent. Joint proposals will **not** be accepted. Late proposals will **not** be accepted.

PLEASE ACKNOWLEDGE RECEIPT OF THIS RFQ IMMEDIATELY VIA EMAIL TO Tiffany Lewis at lewisti@stlouis-mo.gov

As of September 28, 2012, respondents are not permitted to contact any City elected Officials, or City Staff not mentioned in this Request for Statement of Qualifications until selections are made. Failure to adhere to this condition will result in the immediate removal of your submission from the qualified list of respondents.

C. SCOPE OF SERVICES (for Bond Counsel)

1. Advise the City concerning the legal requirements under Federal and Missouri State law applicable to the issuance and sale of the tax and revenue anticipation notes;
2. Provide representation as bond counsel to the City, in consultation with the Comptroller’s staff, the City Counselor’s Office and members of the finance team at all

meetings/conference calls; and prepare a tax opinion in connection with the sale of the notes including advising with respect to the factual and legal disclosure required by Missouri State and Federal security laws.

3. In consultation, with the City Counselor's Office, underwriters, members of the finance team and underwriters counsel, prepare the notices, opinions and other documents necessary for the authorization, issue and sale of the TRANs;
4. Prepare all appropriate documents; assemble and create a transcript concerning all proceedings taken in connection with the issuance and sale of the TRANs.

D. SCOPE OF SERVICES (for Underwriters Counsel)

1. Advise the underwriters and the City concerning the legal requirements under Federal and State law applicable to the issuance and sale of the tax and revenue anticipation notes;
2. Provide representation of the underwriters at all meetings/conference calls and in consultation with the Comptroller's staff , City Counselor's Office and members of the finance team; prepare an official statement in connection with the sale of the TRANs including advising with respect to the factual and legal disclosure required by State or Federal security laws.
3. Supervise the printing and delivery of the POS and OS to the underwriters, purchasers, members of the finance team; the appropriate depository; and examine the transcript concerning all proceedings taken in connection with the issuance and sale of the TRANs.

**E. PROPOSAL CONTENTS (for both Bond Counsel and Underwriters Counsel).
If you are submitting for both positions you may respond to the following questions once.**

- I. A cover letter stating the name, address and phone number of the office assigned to the TRANs; the contact information for the day-to-day lead counsel representing your firm for the TRANs; and the position(s) your firm is applying for.
- II. List the resume of the lead attorney ONLY assigned to the TRANS.
- III. Provide the names, addresses and telephone numbers of no more than three references.
- IV. Provide a Deal list of relevant experience completed by your firm since 2007; state the size of the issue; the name of the issuer; and your position on each transaction as either, BC, UC or Disclosure Counsel (DC).
- V. COMPLIANCE DISCLOSURE: In the interest of full disclosure we ask that your firm describe any past or present civil or criminal legal investigations, pertinent litigation and/or regulatory action since 2009 involving your firm or its employees that could impact your role or ability to serve the City. Pursuant to MSRB Rule G-38, please disclose any consulting arrangements your firm has for obtaining municipal business in the City. In addition, please disclose if your firm has ever been in violation of the MSRB Rule G-37. It is important that we can rely on your firm to be in compliance with the

current pertinent rules of the SEC, NASD, and MSRB. **If this disclosure requires your response to be more than one page, please submit your response to this question as Exhibit 1.**

- VI. Your responses is limited to three pages. The above requested cover letter will not be counted in the three page limit and the client/deal list should be listed as Appendix A and will not be counted in the three page limit.
- VII. Please provide a proposed fee and expenses as a **SEPERATE ELECTRONIC RESPONSE** titled **“The City of St. Louis 2012 TRANS Fee Proposals for BC and/or UC”**. Please list the name and address of your firm in this separate submission. **This Fee Proposal should be guaranteed for a period of one hundred and ninety days and is limited to one page.**

F. RFQ SUBMITTAL EVALUATIONS

The City intends to evaluate each proposal received and will select one or more bond counsel and one or more underwriters counsel. **The selections will be made by December 13, 2012.** The City reserves the right to disqualify any firm for failure adhere to the requirements of the proposal; failure to provide the information requested; and the City also reserves the right to reject any and all proposals with or without cause.

This is not a bid but a **Request for a Statement of Qualifications**. The City reserves the right to negotiate any and all fees and all terms of the agreement.