



SOLANO COMMUNITY COLLEGE DISTRICT

REQUEST FOR PROPOSALS NO. 11-006

FOR

INVESTMENT BANKING / BOND UNDERWRITING SERVICES

June 16, 2011

PROPOSALS DUE:

By: 4 p.m. Thursday July 7, 2011

**Attn: Mr. Yulian Ligioso
Administration Building 600, Room 629
Solano Community College
4000 Suisun Valley Road
Fairfield, CA 94534-3197**

www.solano.edu

A. INVITATION

Solano Community College District is seeking proposals for investment banking / bond underwriting services pertaining to placing a Proposition 39 General Obligation (GO) bond measure on the November, 2012 ballot.

B. BACKGROUND

Solano Community College is a tradition in Solano County. Established in 1945 as Vallejo Junior College, Solano was part of the Vallejo Unified School District until 1967 when the College became a countywide institution. The 192-acre Fairfield campus, centrally located just off Interstate 80, was completed in 1971 and opened with 5,000 students. Since then, facilities, programs, staff and services have expanded to meet to the needs of a growing county.

Solano College is part of California's public community college system of 112 campuses in 72 districts across the state. The College's service area encompasses the communities of Benicia, Dixon, Fairfield, Suisun, Vacaville, Vallejo and Winters, as well as Travis Air Force Base. Many graduates of the area's fifteen public high schools and three private schools take advantage of the educational opportunities offered by Solano Community College District with its Fairfield campus, Vacaville Center, Vallejo Center and site at Travis Air Force base.

The Solano Community College District passed Measure G, a \$125M Proposition 39 measure in 2002. These bond proceeds have been utilized to build center facilities in Vacaville and Vallejo and to make major improvements to the Fairfield campus including the construction of a new Student Services Center and other projects to improve instructional delivery to students. The funds generated from the 2002 measure have essentially been exhausted. Additional facilities needs to serve future generations of students have been identified.

Solano Community College District is assembling a team of highly qualified firms to assist the District in placing a general obligation bond measure on the November 2012 ballot. In addition to a public opinion research/ polling firm, bond counsel and political campaign firm, the District requires the assistance of an Investment Banker/Underwriting firm to assist with all aspects of financial analysis & planning relative to the informational campaign through Election Day, as well as the underwriting of the first bond series.

This is a "fast – track" project given the amount of work to be performed prior to the deadline of placing such a measure on the ballot, should it be determined feasible. Only firms with the resources required to perform such work within the deadlines required should propose.

C. PROJECT DESCRIPTION / SCOPE OF WORK

The services anticipated to be provided by the investment banker/underwriting firm include all aspects of the financial planning and analysis relative to the informational campaign through Election Day as well as the underwriting of the first bond series. It is anticipated that a bond measure on the order of \$80M to \$250M will be required, although that number will be ultimately determined based upon information obtained during the informational phase.

For the purposes of the proposal, interested firms should clearly itemize the tasks proposed, *any optional* tasks that may be recommended and all assumptions. The District is looking to the proposer to submit the complete Scope of Work required.

Your proposal should include a biography of the principals from your firm that will be providing services to the District and your firm's approach to marketing the bond.

D. QUALIFICATIONS

This project will require the Consultant to have the following minimum qualifications:

1. Five(5) or more years of experience performing the type work required in this request. This experience shall include experience with public agencies preferably school districts and colleges. Experience with community college and school district General Obligation bonds must be recent (within the last 36 months) .
2. Sufficient resources and financial stability to complete the work.
3. Proven "track record" in performing work of this exact nature.
4. Familiarity of, and compliance with, all local, state and federal laws and regulations pertaining to such work.
5. A Northern California office and/or representative.
6. Highly qualified staff with education, experience and knowledge of the disciplines and fields required by this work. This includes excellent interpersonal and communication skills.

E. PROPOSAL CONTENT

Proposals must contain sufficient detail to enable the College's Selection Committee to determine the merits of the firm. Please avoid submitting marketing materials which do not explicitly respond to the questions below. Proposals should address *all* elements requested below. It is not mandatory that the proposal follow the exact order of the questions below.

1. Firm's complete name, business address, telephone number, email address, and the name, and contact information, including the email address, of the individual the College should contact regarding this proposal.
2. A description of the Firm's organization, including, but not limited to, names of principals, number of employees, firm's longevity, client base, areas of specialization; and, any other pertinent information to assist evaluators to understand the overall capability, stability, resources, and financial strength of the organization. This should also include the organizational structure of your firm as it relates to investment banking and the underwriting and trading and sales of bonds.
3. A description of the firm's capital position: (Total Capital, Equity Capital, Net Capital and Excess Net Capital) as of the date of your most recent audited financial statements. Describe any events which have had a material effect on your firm's capital positions since that date.
4. A description of the firm's experience and qualifications in underwriting tax-exempt bonds in the State of California. Your response should address the following:
 - Describe the sales and distribution capabilities of your firm.
 - Identify the staff from your firm that will be assigned to this financing and provide the following for each individual:
 - Name and Title
 - Contact information
 - Role to be performed on this financing
 - Experience (brief summary)
 - Identify the individual who will be the firm's senior representative for the daily management of the transaction. For this individual please provide a list of three (3) California community colleges or school district contacts with whom the District may consult as a personal reference for this individual.
5. Provide a list of the California community college and school district General Obligation bond financings in which your firm acted as the sole, senior managing, or co-managing underwriter from January 1, 2008 to date. The list should include the sale date, name of issuer, role of the firm, and par amount of tax-exempt bonds and taxable bonds (if any). Please also include summary totals for the number of transactions and the total par amount of bonds issued on a per year basis.
6. A narrative statement that illustrates the Consultant's understanding of the all aspects of this project and an indication of any strengths or unique expertise the firm would bring to the project.

7. Identify any special credit rating factors the District will be facing in the issuance of the Bonds.
8. A narrative statement (Scope of Work) that describes all work that is required and that will be employed to assure the success of the project. This should include the approach to marketing this bond.
9. A description of the management plan the Consultant intends to employ for the project. The description should include roles of the project team, including accountability and lines of authority, back -up and contingency plans if applicable.
10. A timeline for completion of the phases of this project.
11. A complete disclosure of any prior or ongoing incidents as to which it is alleged that proposer has defaulted or failed to perform which has led the other party to terminate the contract. Identify the parties involved and the circumstances of the default or termination. Also describe any civil or criminal litigation or investigation pending which involves proposer or in which proposer has been judged guilty or liable.
12. Proposed Fee: Please indicate what you propose as a bond underwriting fee (expressed as a percentage of par value) and any out-of-pocket expenses for which you would seek reimbursement.
13. Solano Community College will not pay for services before it receives them. Therefore, do not propose contract terms that call for up-front payments or deposits. The District reimburses direct expenses only at actual cost---not cost plus some percentage or markup.
14. The signature(s) of the company officer(s) empowered to bind the firm, with the title of each (e.g., president, general partner). Generally this can be part of a front page or cover letter to the proposal.

F. EVALUATION OF PROPOSALS

Proposals will be evaluated by a selection committee on a variety of criteria. The District will award a contract to the firm with *the most advantageous* proposal based on an evaluation of qualifications and fee proposal. This means the lowest cost proposal may not be selected. The District may, at its sole discretion, award to a firm based on their proposal and interview alone without further consideration or the District may interview other top firms.

Evaluation Criteria

1. Proposal completeness; and, clarity
2. Consultant's overall capability, stability, financial strength to perform the work
3. Consultant's depth and relevance of experience for this project
4. Consultant's project team experience and ability

5. Consultant's understanding of the project and described strengths
6. Consultant's approach to this project
7. Consultant's management plan
8. Project phases timeframes/timeline
9. Fees
10. References

G. SELECTION PROCESS

The Selection Committee will make its recommendation to the Superintendent/President of Solano Community College. Staff will notify the successful firm of the intention to enter into a successful agreement.

H. CONTRACT

The District reserves the right to make enter into one contract, or award multiple awards of contracts, for this work or related work. The District may select a firm or firms based on the highest rated proposal(s) and interview one firm without further discussion or interview other firms. The District is not obligated to invite any or all finalists for an interview.

If contractual agreement cannot be reached with the apparent successful firm, the District may cancel the award and negotiate with the next highest ranked Proposer.

I. REJECTION AND WAIVERS OF PROPOSALS

This Request for Proposal does not commit the District to award a contract or to pay any costs incurred in the preparation of a proposal in response to this Request.

The District reserves the right to accept or reject any or all proposals received; to negotiate with qualified proposer(s) or cancel the Request; and, to waive any minor irregularities and informalities in the proposal or proposal process.

The District reserves the right to evaluate proposals for a period of sixty (60) days before deciding which proposal, if any, to accept.

J. INSURANCE REQUIREMENTS

The selected firm shall maintain insurance that is sufficient to protect the firm's business against all applicable risks and such insurance coverage shall meet, at a minimum, the District's Insurance Requirements attached to this RFP as **Attachment "A"**.

K. NON-COLLUSION

By submittal and signing the proposal, the Consultant is certifying that the proposal document is genuine and not a sham or collusive, and not made in the interest of any person not named and that the Consultant has not induced or solicited others to submit a sham offer, or to refrain from proposing.

L. COMPLIANCE WITH LAWS AND REGULATIONS

The Consultant shall comply with federal, state and local laws, regulations, and industry standards. The proposer shall also comply with the Drug Free Workplace Act requirements of California Government Code Sec 8350 et seq.

M. QUESTIONS / CONTACT PERSON

The District will accept written questions via e-mail until **12 Noon, Thursday, June 30**. Questions regarding the work must be submitted to:

Mr. Roy Stutzman, RFP Coordinator

Email: roystutzman@aol.com.

Telephone: (707) 529-0440

The District will respond to each question by e-mail directly to the firm submitting the question. If the question demonstrates that clarification or additional information is needed, an addendum will be issued to all proposers by e-mail. Consultant should acknowledge any and all e-mails sent by the District regarding this RFP by replying to the e-mail sender that the e-mail was received.

Consultants shall not contact any District employee or official regarding this proposal other than the individual listed above as the contact person. Contacting District staff or officials regarding this work may result in disqualification. No verbal comments made by District staff or officials are binding regarding this RFP except for that which is made in writing. This will assure that all proposers receive the same information in a timely manner.

N. DEADLINE FOR SUBMISSION OF PROPOSALS

To be considered, proposals must be received at the address below by **4 p.m. on Thursday, July 7, 2011**. Late proposals will not be considered. The District highly encourages *early* submittal of proposals. A campus map is provided on www.Solano.edu. The Purchasing Division telephone number for campus directions or related submittal questions is: (707) 864-7000, extension 4785.

Proposer shall submit one electronic version **on CD or flash drive**; one (1) printed *original* and four (4) printed copies of the entire proposal, including any supporting documentation of its proposal in a sealed box or package addressed as follows:

**Attention: Mr. Yulian Ligioso
Solano Community College
Administration Building # 600 - Room 629
4000 Suisun Valley Road
Fairfield, CA 94534-3197**

The box or envelope must *also* be *clearly marked* on the outside with the words:

**“Proposals Enclosed: RFP # 11-006 Investment Banking/Underwriter Services
Deadline: 4 p.m , Monday, July 7 , 2011**

O. PUBLIC RECORDS ACT

Responses to this Request for Proposal will become the exclusive property of the District. At the time an investment banker/underwriting firm is hired and the decision is made public, all documents shall be considered public records. Exceptions to this policy will be those elements in each proposal that are defined by your firm as business or trade secrets and marked “proprietary” “trade secret” or “Confidential”. The District shall not be held responsible for the disclosure of any business or trade secrets that are not clearly identified.

Attachment: District’s Insurance Requirements

Attachment A

District’s Insurance Requirements

The Consultant shall obtain, in such form and with such carriers acceptable to the District, and keep in force at its sole expense during the term of this contract and any extensions, insurance adequate to protect the Proposer from claims under Workers' Compensation Acts, and from claims for damages for personal injury (including death), loss of property and damage to property which may arise as a consequence of this contract. All policies, with the exception of Workers' Compensation, shall name the District, its officers, directors, agents, and employees as additionally insured, with respect to the Consultant's acts or omissions under this agreement, and shall contain a covenant requiring thirty (30) days' prior written notice to the District before cancellation, reduction, or any other modification of coverage. These policies shall be primary and non-contributory with any insurance of the District and shall contain a severability of interest clause in respect to cross liability, protecting each named insured as though a separate policy had been issued to each. Certification of the above policies shall be furnished to the District upon execution of this agreement. The failure to furnish such evidence may be considered default by the Consultant. The Consultant and all of its employees or agents shall secure and maintain in force such licenses and permits as are required by law, in connection with the furnishing of goods or services covered under this contract. All operations and materials shall be in accordance with the law. The Consultant shall maintain current insurance documents, for all of the above coverage, on file at the District during the term of any contract with the District, including, but not limited to:

- Certificate of Insurance confirming \$1,000,000 combined single limit general liability coverage, automobile liability coverage, professional liability coverage, and contractual liability coverage, all four naming the Solano Community College District as an additional insured and copies of the endorsements to the policies naming the Solano Community College District as an additional insured.
- Proof of workers' compensation coverage

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