



Request For Bond Counsel /Tax Counsel Services

for the Washington Higher Education Facilities Authority

3/17/06

The Washington Higher Education Facilities Authority is soliciting proposals of its bond counsel, special counsel, and tax counsel services.

Christine O. Gregoire,
Governor

Chair

Richard Mitchell, Esq.
Governor Designee

Brad Owen,
Lieutenant Governor

James Sulton, Jr., Ph.D.
Executive Director,
Higher Education
Coordinating Board

Heyward Watson,
Secretary

Karen Brown,
Public Member

Philip Eaton, Ph.D.,
President,
Seattle Pacific
University

Kim Herman,
Executive Director

The Washington Higher Education Facilities Authority was created by the legislature: “. . . to enable the building, providing, and utilization of modern, well-equipped, efficient, and reasonably priced higher educational facilities, as well as the improvement, expansion, and modernization of such facilities, in a manner that will minimize the capital cost of construction, financing, and use of such facilities. The intention of this policy is to improve and ensure the quality and range of educational services available to the citizens of this state. The intent of the legislature is to accomplish these and related purposes, and this chapter shall be liberally construed in order to further these goals.” (RCW Chapter 28B.07.010)

To accomplish this task, the Authority issues tax-exempt, non-recourse revenue bonds and loans the proceeds to qualified not-for-profit higher educational institutions in Washington State. Higher educational institutions may use the bond proceeds for construction, equipment, refinancing of debt, or any other approved purpose.

The Authority first began issuing bonds in 1984. To date, the

Authority has completed 53 separate bond and note financings totaling over \$800 million, of which approximately \$385 million is currently outstanding. On the average, the Authority completes two to three bond issues per year. Past Authority bond financings have included fixed- and variable-rate bond financings; stand-alone and credit-enhanced bond issues; and bonds that are direct, private placements with lenders.

The Authority is currently seeking proposals from interested law firms wishing to be considered in these roles. Counsel will be generally expected to provide the following services:

- Advise the Authority concerning legal requirements applicable to the issuance and sale of bonds;
 - Prepare the necessary proceedings, notices and other documents for the issuance and sale of bonds;
 - Advise the Authority concerning the requirements of state and federal securities laws relating to the necessary disclosure of factual and legal information with respect to such sales;
 - Prepare all necessary closing documents;
 - Consult with underwriters and financial advisors in the preparation of official statements in connection with the sale of bonds;
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- Assemble transcripts concerning all proceedings and actions taken in connection with the issuance and sale of bonds;
 - Provide the bond purchasers with legal opinions concerning the nature of the bonds;
 - Advise the Authority regarding relevant laws related to the authority and programs of the Authority
 - Advise the Authority regarding amendments to federal tax law, state law and indentures;
 - Attend all Authority board meetings and any special meetings with the Authority, financial advisor, bond insurers, and rating agencies as the Authority deems necessary
 - Provide such other legal services as requested by the Authority.

Upon receipt of proposals from interested law firms, the Authority plans to review and evaluate the proposals, interview the top two to three candidates on May 23, 2006, and make a final selection by the following Authority meeting.

Firms submitting proposals are encouraged to consider subcontracting portions of the engagement to women and/or minority owned firms. If you plan to subcontract, clearly identify that fact, and the name of the proposed subcontracting firms, in the proposal. Following the award for the bond counsel contract, no additional subcontracting will be allowed without the express prior written consent of the Authority.

The proposal, not including attachments, should be no more than 12 pages. The deadline for proposals is April 7, 2006 5:00 p.m., Pacific Standard Time. E-mail and fax submittals are acceptable, if followed by seven signed copies mailed the same day. Proposals and all communication regarding the submission should be addressed to:

Claire Petersky

Washington Higher Education Facilities Authority
1000 Second Avenue, Suite #2700
Seattle, Washington 98104-1046
E-mail: Claire.Petersky@wshfc.org
Phone: 206-464-7139
Fax: 206-587-5113

To avoid conflict of interest, the Authority may require the selected bond counsel, special counsel, and tax counsel to discontinue the provision of legal services to Authority clients and other parties involved in Authority transactions. The Authority also reserves the right to appoint counsel with respect to a particular bond issue or issues.

The Authority intends to select a bond counsel, special counsel, and tax counsel for a period of two years. As of the date of this letter, there shall be no ex parte communication with Authority members, staff, or others participating in the counsel selection process. Any such ex parte communications shall be grounds for disqualifying the proposer.

Thank you for your interest in working with the Authority.

ATTACHMENT A
QUALIFICATIONS OF
PROSPECTIVE BOND COUNSEL

- I. Give name, address, email, phone and fax numbers of firm.
- II. Municipal finance practice
 - A. Describe your firm's general background and experience in municipal finance.
 - B. List the number of individuals in your firm specializing in municipal finance expressed as:
 - 1. an absolute number; and,
 - 2. a percentage of the total number of attorneys in the firm.
- III. Higher education finance experience.
 - A. Describe your firm's background and experience in higher education finance, as bond counsel, underwriters counsel and borrower's counsel, in the last two years. List the type and size of each issue.
 - B. List the number of attorneys in the firm specializing in higher education facility finance.
- IV. Detail the proposed working team for Washington Higher Education Facilities Authority matters.
 - A. List the names, background, and experience of each attorney.
 - B. List any other individual who would be assigned to the Washington Higher Education Facilities Authority account.
 - C. State the approximate work allocation among attorneys by stating the approximate time each attorney would contribute to the total work provided for the Authority.
- V. Fee proposals
 - A. Describe specifically the scope of services the firm would provide as bond counsel if a second firm is selected for other legal services. The proposal should state separately the fees for (a) bond counsel and general counsel services; and (b) tax counsel services. If the fee structure would be different, in the event the firm is retained as counsel for all three areas of legal services, describe the difference. State what costs are included in the bond counsel services fee (for example, printing and reproduction).
 - B. Please state your fee proposal for any other projects, as special counsel to the Authority.
 - C. Please state your fee proposal for the privately-placed STEP (Streamlined Tax-Exempt Placement) program which uses standardized documents.
 - D. Please state your fee proposal for the equipment financing program which uses standardized documents
 - E. Is there a separate charge for attendance at Authority meetings which are not part of an otherwise specific Authority engagement?

VI. Tax Counsel Services

- A. Please describe how individual attorneys assigned to our account monitor industry changes. Please describe how they communicate these updates to their current clients and the Authority
- B. The Authority has maintained the same bond counsel as tax credit counsel since inception. Please describe the transition and how you would coordinate between parties if selected separately as Tax Counsel only, or Bond and Legal Counsel only.

VII. References

- A. List at least three references for the firm's bond counsel work specifically related to:
 - 1. Higher education finance; and,
 - 2. Municipal finance in general.

VIII. Additional information

- A. Please provide any additional information which you feel may be helpful to the Authority in evaluating your proposal to serve as bond counsel to the Washington Higher Education Facilities Authority.

Attachment B
Timeline for Finance Team & Bond Counsel
Selection Process – 2006

DATE	TASK
March 17	Notify firms on RFP list; notice to newspapers and the web
April 7	DEADLINE: RFPs submitted.
April 28	Notify firms of finalist list.
May 23	Interviews in the Boardroom.
At June Authority Meeting	Board approval