



Robert O. Lenna, *Executive Director*
Tel 207-622-1958
Fax 207-623-5359

REQUEST FOR PROPOSALS

Legal Services: Bond, Tax & Disclosure Counsel

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The Maine Health and Higher Educational Facilities Authority (MHHEFA) seeks proposals from qualified and well established law firms to work with the Commissioners and staff of the Authority, as well as with other professional service providers as may be appropriate, to provide bond and tax opinions, legal analysis, review and, as appropriate, drafting of bond documents, structures, disclosure, compliance advice and similar activities in between and on competitive or negotiated bond sales in the municipal bond market as required or requested under any one or all of the Authority's bond indentures.

MHHEFA issues bonds under two outstanding bond indentures. The Authority's General Resolution was adopted in 1972 and is a traditional 501(c) (3) conduit indenture. The Authority's Maine Health Facilities Reserve Fund Resolution is an open indenture pooled sale model utilizing the state's moral obligation reserve fund make up and an intercept of state funds mechanism to issue and support bonds sold for the Authority's eligible borrowers.

MHHEFA is a statutorily created instrumentality of the State of Maine established in 1972 to assist eligible non-profit health and educational service providers in the State in gaining efficient and affordable access to the national tax exempt and revenue bond markets (22 MRSA, Chapter 413, sections 2051-2077). Almost all of the Authority's approximately \$1.3B of outstanding bonds have been sold in the tax exempt bond market, but the Authority has the ability to sell and has sold taxable bonds in the municipal taxable bond market as well. Further information on the Authority is available on its website: www.mhhefa.com and on the MSRB information site, EMMA.

Scope of Work: The Authority seeks legal services associated with the sale of all forms of statutorily available bonds sold on behalf of its statutorily defined eligible borrowers which include non-profit providers of health care services and all non-profit institutions where a significant portion or all of their activities involve the provision of educational services in Maine. The Authority seeks a law firm to provide bond, tax and disclosure counsel services as they relate to any bond offering the Authority may undertake, in association with the proper maintenance of its outstanding bonds, and advice and counsel on the applicability of all federal laws and regulations as they may apply to the Authority's and its borrower's bond sales and outstanding bonds. Bond and Tax Counsel shall be expected to draft or review and comment on all documents necessary and appropriate for any bond sale that may be undertaken by the Authority or any documents that may be needed by the Authority or any one of its borrowers in regard to its outstanding portfolios of bonds.

Any response to this RFP should at a minimum include the following information:

1. The name, relevant experience and resume of the bond and tax partners of the firm who will be assigned as the lead to the Authority in their area of expertise.
2. The name, relevant experience and resume of any other members of the firm who may be expected to participate in the provision of services to the Authority. In addition as part of this response please include the number of partners at the firm providing tax opinions for the national tax exempt bond market and the number of partners providing bond opinions for the national tax exempt bond market, as well as the total number of partners in the firm.
3. The fixed price, fee schedule or the hourly charge, with a not to exceed amount, that the firm would charge for undertaking the activities called for in the scope of work. This pricing information should include all charges that the firm would reasonably anticipate incurring in undertaking the provision of services to the Authority, including estimates of out of pocket expenses, travel, data charges, copying, printing, binding and any other such services or tasks as might be reasonably expected to be needed as a part of the activities called for in the scope of work.
4. A list of pooled bond sales with multiple borrowers on which the firm has served as bond and tax counsel over the last twelve months, including deal size, number of borrowers in any pooled bond sale, and fee charged by the firm for the bond sale provided. A list of the last five health care related and the last five higher education or educational institution bond sale on which the firm served as bond counsel, the par amount of the sale and the fee charged for each sale.
5. A discussion, of not more than one page, establishing the firm's depth of experience in the provision of bond, tax, and disclosure counsel services to active participants in the national non-profit borrower revenue bond markets.
6. The names of all Authority eligible borrowers to which the firm has served as legal counsel, bond counsel or provided legal services to during the last five years. As part of the response to this question responding firms should state whether or not the firm or any of its partners has any current conflict of interest or circumstances which might occasion the need for a possible conflict client release in providing legal services to the Authority under the terms of the Maine Bar Code and what steps the firm would put in place to eliminate or address and any such conflict that might arise during its time as bond, tax or disclosure counsel to the Authority.
7. Such other information as the respondent feels will assist the Commissioners of the Authority in determining which firm to hire to undertake the activities in the scope of work as well as any other information that the respondent may feel would further indicate the respondent's ability to successfully undertake the full range of activities in the scope of work.
8. Facts and outcomes associated with any federal or state judicial, regulatory or audit review or investigation related to the firms work as legal counsel to a governmental or non-profit debt issuer or by any issuer the firm has provided bond, tax, or disclosure legal services to which the firm or a firm client is currently subject to or has been subject to in the last five years.
9. An email address and phone number for the member of the firm in charge of the response to this RFP.
10. A cover letter for the response of not more than two pages which summarizes the response.

The decision of which firm to retain as counsel will be made solely by the Commissioners of the Authority. The Authority reserves the right to select any firm to provide such services as are described in this RFP regardless of the firm's participation in the RFP process and further reserves the right to not select any firm to provide such services in response to this RFP. Any and all costs for a firm's response to this RFP, including any expenses a firm may incur for travel to any interview scheduled by the Commissioners as part of the RFP process, shall be borne solely by the responding firm and will not be reimbursed or otherwise paid for by the Authority. All documents, material and information submitted to the Authority as part of any response to this RFP shall become the property of the Authority and shall not be returned to the respondent or paid for by the Authority and shall be available in all its parts under Maine's freedom of information laws.

The Commissioners may determine that interviews of selected respondents to this RFP be held. Any firm selected for an interview as part of this RFP process must be represented at any such interview by the partners who will provide tax and bond counsel services for the work called for in the RFP. In addition to the these two partners the firm should bring to any interview such other members of the firm that might undertake an active role on Authority bond sales as it feels will allow the Commissioners further insight into the skills and ability of the firm to successfully undertake the work called for in the RFP. Determination as to whether or not interviews with selected firms will take place and the schedule for any such interviews shall be made after review of the written responses to the RFP.

The Authority's review of submitted responses to the RFP shall consider, amongst other areas, firm experience, experience of the individuals assigned to be the lead in undertaking the tasks contemplated in the RFP, specialized experience of the firm or individuals available at the firm to be on call for Authority bond sales in specialized areas of bond issuance, and the costs for the accomplishment of the activities called for in the RFP including costs for services provided to the Authority and its borrowers in between bond sales. Respondents should include not less than three but no more than five references from organizations for which it has provided similar services.

The Authority reserves the right at any time during the RFP process to ask for additional information from an individual firm or all firms undertaking a response to this RFP. Please be sure to provide an email address for the partner at the firm with responsibility for the firm's response to this RFP. Additionally the Authority reserves the right to select any firm which in the Authority's sole judgment will provide it with the services which it seeks. The Authority reserves the right to select no firm for legal counsel services in response to this RFP. The determination of which firm, if any, will be selected to provide bond, tax and disclosure legal services to the Authority for the purposes called for in this RFP shall be made solely by the Commissioners of the Authority.

Fifteen copies of the firm's response to this RFP and one electronic copy (CD) should be delivered to the Maine Health and Higher Educational Facilities Authority, 127 Community Drive, Augusta, Maine 04330, by 5 PM February 10, 2012. Questions concerning this RFP should be directed to Bob Lenna, Executive Director at rol@mhhefa.com or by phone at 207.622.1958.