



REQUEST FOR PROPOSALS (RFP) NO. 15-19-033-00

UNDERWRITING SERVICES FOR RCTC FINANCINGS

IMPORTANT RFP DATES

RFP ISSUED	December 29, 2014
REQUESTS FOR CLARIFICATION DEADLINE	January 8, 2015
PROPOSAL DEADLINE	January 22, 2015
INTERVIEWS	*February 25, 2015
AWARD DATE	*April 8, 2015
	* Tentative Date

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1.0 INTRODUCTION AND BACKGROUND

1.1 Background

The Riverside County Transportation Commission (hereinafter referred to as “Commission” or “RCTC”) was created pursuant to California state law in 1976 to oversee the funding and coordination of all public transportation services within Riverside County (County). The Commission’s mission is to assume a leadership role in improving mobility in the County. The governing body consists of all five members of the County Board of Supervisors, one elected official from each of the County’s 28 cities, and one non-voting member appointed by the Governor of California.

The Commission serves as the tax authority and implementing agency for the voter approved Measure A Transportation Improvement Program. Measure A was originally approved by the County’s electorate in 1988 and imposed a one-half of one cent transaction and use tax (Measure A sales tax) to fund specific programs that commenced in July 1989 through June 2009. In November 2002 the voters of the County approved the renewal of Measure A beginning in July 2009 through June 2039.

The Commission is also responsible for setting policies, establishing priorities, and coordinating activities among the County’s various transit operators and other agencies. Many of these activities are funded by the Transportation Development Act and its two sources of funding: the Local Transportation Fund, which is derived from a one-quarter of one cent state sales tax, and State Transit Assistance, which is derived from the state-wide sales tax on diesel fuel. The Commission programs and/or reviews the allocation of federal, state, and local funds for highway, transit, rail, non-motorized travel (bicycle and pedestrian), and other transportation activities. The Commission provides motorist aid services designed to expedite traffic flow. These services include the Service Authority for Freeway Emergencies, a program that provides call box service for motorists; the Freeway Service Patrol, a roving tow truck service to assist motorists with disabled vehicles on the main highways of the County during peak rush hour traffic periods; and Inland Empire 511, a traveller information system. These services are provided at no charge to motorists and are funded through a \$1 surcharge on vehicle registrations.

Financing Program

To finance capital projects, the Commission has issued sales tax revenue bonds secured by future Measure A revenues and toll revenue bonds secured by a senior lien on the trust estate, which consists primarily of toll revenues and account revenues less operating and maintenance expenses of the RCTC 91 Express Lanes. Additionally, it maintains a commercial paper program. Information regarding the Commission’s long-term obligations is available in Note 6 to the financial statements, which is included in the June 30, 2014 comprehensive annual financial report (CAFR). The link to the CAFR is as follows:

- [http://\[REDACTED\]](http://[REDACTED])

Specific information regarding each long-term debt issuance is available in official statements/memorandums, including supplements, and can be located on Electronic Municipal Market Access (EMMA) as follows:

- Sales Tax Revenue Bonds
 - [http:// \[REDACTED\]](http://[REDACTED])
- Toll Revenue Bonds
 - [http:// \[REDACTED\]](http://[REDACTED])

Rating letters related to the 2013 sales tax and toll financings are included in Appendices A.1-A.3.

1.2 Project Description

The Commission is seeking proposals from Underwriting Firms to be placed into syndicates to assist in the development of financing programs and the marketing and sale of debt issues to fund projects specified in the Measure A sales tax ordinance and projects funded in whole or in part from tolls. Currently the Commission is developing a financing plan for the Interstate 15 Corridor Improvement Project (I-15 Project). Information regarding the I-15 Project is available on the Commission’s website, as follows:

- [http:// \[REDACTED\]](http://[REDACTED])

Such financing plan may consist of, but is not limited to, sales tax revenue bonds, toll revenue bonds, and a federal Transportation Infrastructure Finance and Innovation Act (TIFIA) loan. A recent presentation to TIFIA regarding the I-15 Project is included in Appendix A.4. The Commission anticipates financial close for this project financing in mid-2017 in order for construction to commence in early 2018.

The I-15 Project financing plan will be the first potential engagement for one or more of the Underwriting Firms selected to provide underwriting services to the Commission. Future engagements may include but not be limited to the issuance of additional series or refunding of commercial paper notes, sales tax revenue bonds, and/or toll revenue bonds. The Commission anticipates that the effective date for the Underwriting Services would begin in April 2015 for a minimum term of four (4) years with an option to extend for an additional two one-year periods at the Commission’s sole discretion.

Additional information is included with the Scope of Work in Appendix A.

2.0 GENERAL INFORMATION

2.1 Definitions

- 2.1.1 Commission: Riverside County Transportation Commission, hereinafter also referred to as “Commission.”
- 2.1.2 Underwriting Firm: an entity which provides underwriting services related to the issuance of long-term debt.
- 2.1.3 Proposer: Party or parties submitting a proposal in response to the subject Request for Proposals, hereinafter also referred to as “Offeror.”

2.2 Municipal Advisor

The Commission is aware of the “Municipal Advisor Rule” of the Securities and Exchange Commission (effective July 1, 2014) and the exemption from the definition of “municipal advisor” for a person providing “advice”. In response to this RFP, the Commission hereby notifies all Underwriting Firms that it wishes them to provide advice and recommendations on the financing programs for Commission projects, including the I-15 Project. The Commission intends for such advice and recommendations to qualify for the RFP exemption. The advice and recommendations may be made in writing or orally. The Commission reserves the right to accept or reject any proposals submitted to it and to conduct a formal procurement process, in each case if deemed by the Commission to be in its best interests and to comply with applicable laws or procurement policies. This RFP is open from December 29, 2014 (release date of RFP) to April 8, 2015 (anticipated award date of RFP). The Commission understands that by responding to this RFP, respondents are not municipal advisors to the Commission.

3.0 INSTRUCTIONS TO OFFERORS

3.1 Pre-Contractual Expenses

The Commission shall not be liable for any pre-contractual expenses, which are defined as expenses incurred by a Proposer(s) in preparing its proposal in response to this RFP, negotiating with the Commission any matter related to the proposal, or any other expenses incurred by Proposer(s) prior to the date of award of the contract(s) resulting from this procurement.

3.2 Appointment of Underwriters

The Commission intends to appoint Underwriting Firms to a pool from which it will select syndicates to market bonds sold to finance its projects. The Commission will appoint a syndicate for its upcoming sales tax revenue bonds and/or toll revenue bonds to be sold in 2017 and may also appoint firms to serve in syndicates for future issuances of commercial paper notes, sales tax revenue bonds, and toll revenue bonds. Proposed underwriting costs consisting of takedown and management fees will be a consideration in determining the

Underwriting Firms to be selected for the pool. Proposed costs should be detailed in the attached Proposal Pricing Form (Appendix F). The Commission will negotiate final underwriting costs with each syndicate for a specific financing and execute a mutually agreeable bond purchase agreement prior to the issuance of any bonds.

3.3 Period of Performance

The contract term or period of performance for Underwriting Services shall be for a minimum four (4) year period with an option to extend for an additional two (2) one-year periods at the Commission's sole discretion.

3.4 Informed Proposer

Proposers are expected to be fully aware of the conditions, requirements, and specifications before submitting proposals. Failure to do so will be at proposer's own risk and proposer cannot secure relief on the plea of error.

3.5 Proposer Representations

By submitting a proposal, each Proposer represents that it:

- 3.5.1 Has thoroughly examined and become familiar with the work described in the Statement of Work (Appendix A).
- 3.5.2 Understands the requirements of the Statement of Work, the nature and location of the work, and all other matters that can affect the work.
- 3.5.3 Will honor its proposal for 120 days, and acknowledges that the proposal cannot be withdrawn within that time and without prior written consent from the Commission.
- 3.5.4 Will comply with all requirements set forth in this RFP and in the ensuing contract, if awarded.
- 3.5.5 Has reviewed the attached Scope of Work (Appendix A) and, other than through the request for clarification process described below in paragraph 3.7, will not seek to alter or revise its terms and conditions.
- 3.5.6 Has arrived at the pricing for this proposal independently and without consultation, communication or agreement with any other proposer or potential proposer.
- 3.5.7 Will comply with:
 - The Fair Employment and Housing Act, relating to non-discrimination, (California Government Code Sections 12900 *et seq.*).
 - Statutory requirements relating to "Whistleblower" requirements (California Labor Code Sections 1101 *et seq.*).
 - Statutory requirements relating to employment of undocumented aliens (California Public Contract Code, Section 6101).

3.6 Addenda

The Commission reserves the right to revise or amend the RFP documents prior to the stated proposal submittal deadline. Any such revisions will be made by written addenda to this RFP. Such addenda will be posted on the Commission's website. Since such posting of addenda on the Commission's website is considered constructive notice of the document change, potential proposers are encouraged to check the Commission's website routinely for relevant postings. Firms must acknowledge receipt of addenda in their Proposal Letter, Appendix C. Failure to acknowledge receipt of all addenda may render the proposal non-responsive.

3.7 Requests for Clarification

3.7.1 Submitting Requests

All requests for clarifications, changes, exceptions or deviations to the Statement of Work or terms and conditions set forth in this RFP must be submitted in writing, utilizing the Request for Clarification Form, Appendix D, via email at [REDACTED] fax at (951) [REDACTED], or via regular mail to the Commission's offices listed below.

All such requests should reference the subject RFP number and title, and must be received by the Commission prior to 2:00 p.m. on Thursday, January 8, 2015.

3.7.2 Commission Response

The Commission will respond to all written questions within a reasonable time. If a change to the RFP documents is required, a written addendum will be issued. Responses to written questions and addenda will be posted on the Commission's website and PlanetBids. Therefore, all potential proposers to this subject RFP are encouraged to check the Commission's website and PlanetBids frequently. The Commission will not accept any requests for consideration of deviations, exceptions, changes or clarifications after the time and date specified above.

3.7.3 Exceptions or Clarifications

The Commission will review Offeror's concerns/recommendations and may post on the Commission's website Offeror's request and any comments from the Commission regarding the potential for consideration of such recommended change(s) during formal negotiations with the successful Offeror.

3.8 Withdrawal of Proposal

The Offeror may withdraw its proposal before the opening of proposals by submitting a written request signed by an authorized representative of the firm and delivered to the Commission's Procurement Manager.

3.9 Commission Rights

The Commission may investigate the qualifications of any Proposer under consideration, require confirmation of information furnished by the Proposer, and require additional evidence of qualifications to provide underwriting services for the Commission financings in this RFP or a proposal. This RFP does not commit the Commission to issue a contract to implement this procurement.

Furthermore, the Commission reserves the right to:

- 3.9.1 Accept or reject any and all proposals, or any item or part thereof, at its discretion.
- 3.9.2 Make an award for a portion of the Statement of Work.
- 3.9.3 Award contracts to one or more underwriting firm(s).
- 3.9.4 Cancel or withdraw the entire RFP, or any part thereof, at any time without prior notice.
- 3.9.5 Issue a subsequent or concurrent RFP.
- 3.9.6 Waive any minor errors or irregularities in any proposal, to the extent permitted by law.
- 3.9.7 Obtain information from any source that has the potential to improve the understanding and evaluation of the written proposals.
- 3.9.8 Postpone written proposal openings for its own convenience.
- 3.9.9 Remedy or overlook technical errors in the RFP process.
- 3.9.10 Appoint an evaluation committee to review written proposals.
- 3.9.11 Seek the assistance of outside technical experts.
- 3.9.12 Approve or disapprove the use of particular subcontractors.
- 3.9.13 Establish a short list of offerors eligible for interview after review of written proposals.
- 3.9.14 Negotiate with any, all, or none of the respondents to the RFP.
- 3.9.15 Solicit best and final offers (BAFOs) from all or some of the respondents.
- 3.9.16 Accept other than the lowest monetary offer.
- 3.9.17 Award a contract based upon initial offers.

3.10 The selected proposer(s) are required to comply with all relevant local, state, and federal laws, codes and ordinances.

3.11 Public Records Act

3.11.1 All records, documents, and other materials submitted by contractor(s) in its proposal and during the course of any work awarded shall become the exclusive property of the Commission and may be deemed public records and subject to the provisions of the California Public Records Act (Government Code, sections 6250 et seq.). The Commission's use and disclosure of its records are governed by this act.

3.11.2 The Commission will accept information clearly labeled "TRADE SECRET," "CONFIDENTIAL," or "PROPRIETARY" as determined by the submitting party in accordance with the act. The Commission will endeavor to inform the submitter of any request for the disclosure of such information. Under no circumstances, however, will the Commission be responsible or liable to the submitter or any other party for the disclosure of any such labeled information. Firms that indiscriminately identify all or most of their proposal as exempt from disclosure without justification may, at the Commission's discretion, be deemed non-responsive.

3.11.3 The Commission will not advise as to the nature or content of documents entitled to protection from disclosure under the California Public Records Act, including interpretations of the act or the definitions of "Trade Secret," "Confidential," or "Proprietary."

3.11.4 If litigation is brought under the Public Records Act concerning documents submitted in response to this RFP, the appropriate contractor(s) shall indemnify, defend and hold harmless the Commission in such litigation.

3.12 Protest Procedures

The Commission has on file a set of written protest procedures applicable to the solicitation. They may be obtained by contacting the designated Procurement Officer by fax at 951 [REDACTED] or email to [REDACTED]. Any protest filed by a firm in connection with this RFP must be submitted in accordance with the Commission's written procedures.

3.13 Prohibited Prior Work

Any person or entity that has substantially assisted the Commission, or a consultant duly engaged by the Commission in preparing any aspect of the RFP or any cost estimate associated with this procurement, is prohibited from submitting a proposal in response to this RFP. Offerors that received assistance from any such person or entity, or who will use the services of such person or entity in performing the services will be disqualified.

3.14 Prohibited Communications

No proposer, or anyone representing a proposer, is to discuss this RFP with any official or employee of the Commission, other than the Procurement Officer named in this RFP. Neither proposers, nor anyone representing a proposer, are to discuss this RFP with any consultant engaged by the Commission for assistance in preparing the RFP documents or any cost estimate associated with this procurement. Offerors are advised that the Commission's financial advisor, Fieldman, Rolapp & Associates, is providing assistance with this RFP and should not be contacted regarding this RFP. Violation of this prohibition may result in disqualification of the proposer even if the contract has already been awarded.

3.15 Use of Subcontractors or Joint Participation Agreements

3.15.1 The proposer awarded a contract by the Commission must be the prime contractor performing the primary functions of the contract. The prime contractor may not enter into subcontracts and joint participation agreements with others for the performance of portions of resultant agreement.

4.0 INSURANCE REQUIREMENTS

There are no insurance requirements for this RFP.

5.0 PROCUREMENT SCHEDULE

5.1 Request for Clarification(s)

Deadline for requests for clarification, pursuant to paragraph 3.7 above, is Thursday, January 8, 2015.

5.2 Proposal Deadline Date

5.2.1 Proposals must be received electronically via the Commission's e-procurement system, PlanetBids, prior to Thursday, January 22, 2015 at 2:00 p.m. Offeror must be a registered vendor to electronically submit proposals. Visit www.rctc.org/doing-business then click on register as a prospective bidder.

5.2.2 No paper submittals will be considered. Proposals must be submitted electronically.

5.2.3 Any paper proposals received may be considered non-responsive and returned to senders unopened.

5.3 Interviews

The Commission will to conduct oral interviews with the short-listed firms, which are tentatively scheduled for February 25, 2015. Proposer should be prepared to discuss project implementation strategies and the roles of staff.

More detailed requirements may be sent to each short-listed Proposer based on their individual proposal or other relevant information. If this is the case, Proposers will receive information along with the date, time and location of their firm's interview from the Procurement Manager no later than February 5, 2015.

5.4 Contract Award

5.4.1 Tentative Contract award date is April 8, 2015. If necessary, please contact the Procurement Officer for further detail or updates regarding this process.

5.4.2 At its sole discretion, the Commission may notify proposers of award recommendation information by mail, e-mail or fax. Failure to so notify any proposer shall not impact, alter or invalidate the Commission's action.

6.0 MODIFICATIONS AND ALTERNATIVE PROPOSALS

Offeror shall submit a proposal in strict conformity with the requirements of the RFP Documents. The proposal shall be complete in itself and shall be submitted in accordance with Section 7.0 "SUBMITTAL REQUIREMENTS" instructions below.

Unauthorized conditions, limitations, or provisions attached to a proposal may render it invalid and cause its rejection. Alternative proposals will not be considered unless specifically requested. Oral, telegraphic, or telephonic proposals or modifications will not be considered.

7.0 SUBMITTAL REQUIREMENTS

Each proposal submitted in response to the RFP must be submitted electronically and include the following information in the order specified below. The proposal shall be titled RFP No. 15-19-033-00 UNDERWRITING SERVICES FOR RCTC FINANCINGS. It is highly recommended that responses be professionally presented, well-organized and to the greatest extent possible, concise.

7.1 Proposal Content and Format

Please utilize the boxes below ("") as a checklist to ensure a complete response to the RFP.

7.1.1 Proposals shall be typed and submitted on 8½ x 11 inch-sized (letter size) paper. Charts and schedules may be included in 11" x 17" format, which will be counted as 2 pages and included in the total page count. Proposals shall not exceed ten (10) pages in length, excluding any Commission provided forms or attachments. Inclusion of unnecessary, elaborate, or general promotional materials is discouraged. The submission of market rankings is discouraged as the Commission can

collect the statistics it considers useful. Narrative should be brief, concise and completely respond to the questions or issues raised by the published evaluation criteria.

- 7.1.2 Proposals shall be submitted electronically as described in Section 5.3.1. The package shall bear the Proposer's name and address and be clearly marked as follows: RFP No. 15-19-033-00 Underwriting Services for RCTC Financings Proposal.

7.1.3 PROPOSAL.

The proposals must include the following sections, organized as indicated below:

TAB 1 – Proposal Letter

- Proposal Letter. The Proposal Letter included herein as Appendix C to this RFP must be signed by a person or persons authorized to legally bind the Proposer to enter into a bond purchase agreement. Any addenda to the RFP issued by the Commission must be acknowledged in the Proposal Letter. Failures to acknowledge addenda, if issued, may result in that proposal being deemed non-responsive and will thereby eliminate that Proposer from the competitive process.

TAB 2 – Qualifications of the Underwriting Firm

This section of the proposal should establish that the Proposer has the ability to satisfactorily perform the required work; the requisite previous experience on similar assignments; and the stability and professional standing reasonably expected of an firm providing underwriting services.

This section should include, at a minimum:

- Provide a brief profile of the firm including the capability to provide the required services; the year founded; form of the organization (corporation, partnership, sole proprietorship); number, size and location of offices; and number of employees.
- List and disclose any bankruptcy, pending litigation, planned office closures or any impending mergers. Provide any additional information about the firm's financial condition that may relate to its ability to complete the project.
- Identify and describe any:
- Conviction or indictment of the firm or any officer of the firm within the last three years, involving alleged fraud, bribery, collusion, conspiracy or violation of state or federal antitrust law.

- Adjudication or determination by any federal, state or local agency that the firm or any officer of the firm has violated any provision of law relating to equal opportunity or fair employment.
- Conviction of the firm or any officer of the firm related to any state or federal law relating to the employment of undocumented foreign worker.
- Any termination of a contract for convenience or for cause.

Describe the firm’s experience in conducting assignments that are similar in nature and/or related to the work described in the Scope of Work. Identify at least three clients for which these assignments were performed.

(a) Specify the firm’s experience in serving as underwriter on sales tax, transportation and/or toll revenue based financings, specifying those transactions for which your firm served as senior managing underwriter;

(b) Provide a list of transactions completed or underway similar to those contemplated by the Commission on which the personnel assigned to these financings have worked;

(c) Provide a list of transactions completed or underway which involved a TIFIA Loan;

(d) Specify experience with variable rate debt or commercial paper and capital appreciation bonds.

TAB 3 – Qualifications of Key Personnel

This section should describe the qualifications of the key personnel who will be providing underwriting services.

Include brief résumés (not more than 1/2 page each) for the proposed project manager and other key personnel, highlighting their skill, knowledge and understanding of applicable subject matter, experience on comparable projects, education and applicable professional credentials. Résumés may be included as a part of the appendices.

- Identify the roles of key personnel in terms of specified tasks, defining the experience of each person with: (a) revenue based debt, particularly sales tax, transportation and toll revenues; (b) rating agencies and credit enhancers, including experience with rating presentations; and (c) experience with other California local governments and debt issuance.
- Identify specific experience of staff with TIFIA Loans in the development of the (i) Letter of Interest; (ii) Application; (iii) Financial model; and (iv) Rating and investor presentations.
- Include a statement that key personnel will be available to the extent proposed for the duration of the project acknowledging that no person designated as “key” to the project shall be removed or replaced without the prior written concurrence of the Commission. This includes subcontractors that are considered “key” to the successful execution of this project.

TAB 4 – WORK PLAN

The Proposer shall provide a narrative that addresses the Scope of Work and shows the Proposer understands the Commission’s needs and requirements.

- Demonstrate an understanding of the Scope of Work and its components; discuss the ability of your firm, relative to other competing firms, to aggressively market and price the financings contemplated under the attached plan of finance. Provide specific examples of strategies used to successfully sell the types of financings contemplated by the Commission.
- Provide a thorough description explaining how the Scope of Work will be implemented and monitored.
- Include a project organization chart that clearly delineates communication/reporting relationships among the project staff-members.
- Based on the project description and general financial outline in the Scope of Work, describe any proposed financing features you envision.

TAB 5 – COST PROPOSAL

Complete the Proposal Pricing Form or a similar format with the elements included herein as Appendix G.

- Please state your anticipated (i) Management Fee, assuming \$125 million Toll Revenue Bonds, a \$125 million TIFIA loan, and \$140 million Sales Tax Revenue Bonds, (ii) Expenses (including

underwriter's counsel), and (iii) Takedown. Takedowns, risk compensation and reimbursable expenses will be negotiated at the time of the pricing of the issue, taking into account the prevailing market conditions at the time of the sale, the pattern and success of the distribution and the level of risk assumed by the underwriter in the offering.

TAB 6 – REQUIRED FORMS

The required submittal forms must be included with the proposal. The forms shall be prepared using the copies provided with the RFP documents, or on legible photocopies. Proposals that are partial, incomplete or modified in form or substance from what is requested in the forms may be considered non-responsive. Proposers shall initial all interlineations and revisions to entries. Failure to do so may render the proposal incomplete and non-responsive.

Proposers' authorized signatory must review, complete, sign and submit the following forms with its proposal:

- APPENDIX B – CAMPAIGN CONTRIBUTION CERTIFICATION
- APPENDIX C – PROPOSAL LETTER
- APPENDIX D – REQUEST FOR CLARIFICATION FORM
- APPENDIX E – UNDERWRITING FIRM INFORMATION FORM
- APPENDIX F – PROPOSAL PRICING FORM

8.0 EVALUATION OF PROPOSALS

8.1 Basis of Award

- 8.1.1 If awarded, a contract will be entered into with the Proposer earning the highest overall evaluation score. Any proposal submitted in response to this RFP will be evaluated in strict accordance with the stated evaluation criteria. The Commission reserves the right to award the contract to a firm that is not necessarily offering the lowest price, but to a Proposer who will provide the best overall match to the RFP requirements and who best serves the Commission's interests.

8.2 Minimum Qualifications

- 8.2.1 The Proposer providing Underwriting Support Services must demonstrate that it has successfully provided underwriting support for sales tax and toll revenue bonds for at least three (3) prior public agencies.

8.3 Evaluation Criteria – Proposal and Interview

8.3.1 Evaluation Criteria for Proposal – Proposals will be evaluated as follows with a maximum of **100** total points possible. The evaluation scores for the proposals will be used to determine a shortlist of firms to be invited to interviews.

➤ **Qualifications of Firm (30 points max.)**

Professional qualifications of the firm and its experience conducting similar projects; experience with sales tax revenue bonds and commercial paper programs; experience with toll revenue bonds; experience with TIFIA loan program; responses from references.

➤ **Qualifications of Key Personnel (30 points max.)**

Professional qualifications of staff who will be conducting the work; experience with similar projects; experience with sales tax revenue bonds and commercial paper programs; experience with toll revenue bonds; experience with TIFIA loan program; responses from references.

➤ **Work Plan (30 points max.)**

Understanding of Commission's needs and requirements for underwriting services.

➤ **Cost (10 points max.)**

Reasonableness of cost and competitiveness in relationship to other proposers.

8.3.2 Evaluation Criteria for Interviews – Interviews will be evaluated as follows with a maximum of **100** total points possible. The evaluation scores for the interviews will be used to determine firms to be recommended in the underwriting pool and for the I-15 Project.

➤ **Qualifications (30 points max.)**

Professional qualifications of interview participants; experience of participants conducting similar projects; role of participants in providing underwriting services to the Commission; responsiveness to evaluation committee questions.

➤ **Work Plan (30 points max.)**

Understanding of Commission's needs and requirements for underwriting services, including the I-15 Project financing plan.

➤ **Presentation (40 points max.)**

Effectiveness of presentation, including responsiveness to detailed requirements provided for interview and to evaluation committee questions.

9.0 DEBRIEFINGS

Offerors who submit proposal in response to this RFP shall be notified in writing regarding the results of the Evaluation Committee's recommendation for award.

Unsuccessful Offerors (those who were not awarded a contract) may obtain an explanation concerning the strengths and weaknesses of their proposal. Unsuccessful Offerors who wish to be debriefed should request a debriefing within ten (10) calendar days after the notice of contract award.

APPENDIX A – SCOPE OF WORK
REQUEST FOR PROPOSALS NO. 15-19-033-00
UNDERWRITING SERVICES FOR RCTC FINANCINGS

Scope of Work

The Scope of Work for the Commission encompasses both specific project financing activities for the I-15 Project and more general financing activities related to the Commission's Measure A sales tax program.

I-15 Project Description

The I-15 Project is planned to provide tolled express lanes over a 14.6 mile portion of I-15 from SR-60 on the north to Cajalco Road on the south. The Project is expected to include one tolled express lane from SR-60 to Cantu Galleano Ranch Road and from 2nd Street to Cajalco Road and two tolled express lanes from Cantu Galleano Ranch Road to 2nd Street. Most of the lane construction will occur in the existing median, reducing the need for bridge modifications or additional right of way. The I-15 Project will overlap the SR-91 Express Lanes project for more than 2 miles south of SR-91.

The I-15 Project was estimated in 2013 to have a total cost of \$425 to \$450 million (in YOES). It is expected that the Commission will fund the project (on a \$450 million estimate) through:

1. Senior Lien Toll Revenue Bonds – estimated to be \$125 million
2. Subordinate TIFIA Loan – estimated to be \$125 million
3. RCTC Measure A Sales Tax (both bonds and contributions before and during construction) – estimated to be \$140 million
4. Federal CMAQ funds – estimated to be \$60 million

Milestone dates for the I-15 Project include the following:

- Early 2015 Award Project Construction Manager contract
- Early 2015 Procurement for investment grade traffic and revenue study
- Fall 2015 Environmental processes complete
- Fall 2015 Letter of Interest submitted to TIFIA
- Early 2016 Issue Design-Build (DB) procurement
- Mid 2017 Award DB Contract
- Mid 2017 Financial close

Measure A Sales Tax Revenue Bonds

The Commission issues sales tax revenue bonds based on its Measure A sales tax, a 0.50% sales and use tax on transactions within Riverside County. The Commission currently has issues outstanding from 2009, 2010 and 2013. In addition, the Commission maintains a commercial paper program with an authorized amount of up to \$60 million. The total amount of Measure A sales tax bonds is limited to \$975 million outstanding principal amount.

Role of Underwriting Firms and Services Provided

The Commission will select underwriting firms that can effectively and efficiently meet the Scope of Work. The senior managing underwriter for each transaction will be required to fully participate in all elements of the transaction. Co-managing underwriters will be required to participate in such activities that complement the efforts of the financing team.

The Commission expects the selected underwriters to assist in the following areas:

- a. Review and comment on the proposed financing documents, including the Continuing Disclosure Agreement, and the Preliminary and Final Official Statements;
- b. Identify, explain and evaluate the benefits and risks of alternative financing structures;
- c. Participate in meetings as requested, including rating agency presentations and presentations to the TIFIA Joint Program Office;
- d. Review and comment on the financial model and the Investment Grade Traffic and Revenues Report;
- e. Provide ongoing information to Commission staff on the condition and activities of the financial markets;
- f. Provide advice, analysis and assistance regarding the timing, sizing and structure of the financings;
- g. Develop pre-marketing and marketing plans, which will result in the most favorable terms for the financings;
- h. Sell (or participate in the sale of) the financings in a manner and to purchasers targeted to achieve the lowest possible borrowing cost;
- i. Prepare a post-sale analysis, including, but not limited to, information on placement of the financings, market conditions at the time of sale, orders, designations, allocations and results of comparable sales; and
- j. Close the issue and deliver the proceeds to the Commission in a timely fashion.

End of Scope of Work