

April 20, 2012

Request for Qualifications (“RFQ”) to serve as Bond Counsel for the Kentucky Public Transportation Infrastructure Authority

The Office of Financial Management (“OFM”) of the Finance and Administration Cabinet of the Commonwealth of Kentucky, on behalf of the Kentucky Public Transportation Infrastructure Authority (“KPTIA or the Authority”) and the Kentucky Transportation Cabinet (“KYTC”) requests the submission of qualifications of your firm to serve as bond counsel to KPTIA as the Issuing Authority for the Downtown Crossing of the Louisville Southern Indiana Ohio River Bridges Project (“LSIORB”).

Kentucky Revised Statute (“KRS”) 175B.060 (3) provides that project revenue bonds shall be issued in compliance with KRS 42.420 and KRS 45A.840 to 45A.879. The applicable sections of KRS 45A details the selection process by which managing underwriter, financial advisor, co-manager and bond counsel firms are selected for state bond issuing agencies. This RFQ is separate and apart from the FY12-FY13 pre-qualification process for bond counsel services previously issued by OFM in 2011 for various state agencies. Please note that no firm can be considered for providing bond counsel services unless OFM has pre-qualified the firm prior to the date of issuance of a Request for Proposals (“RFP”). Please refer to <http://www.lrc.ky.gov/Law.htm> to view the Kentucky Revised Statutes cited in this Request for Qualifications (“RFQ”). This RFQ is also available on OFM’s website, listed below:

<http://finance.ky.gov/services/ofm/Pages/default.aspx>

From the responses received pursuant to this RFQ, OFM will establish a list of pre-qualified firms eligible to respond to future KPTIA bond counsel RFPs through June 30, 2014. A more definitive timetable for the issuance of an RFP will be developed once KPTIA and KYTC have evaluated the design build team’s forecasted expenditure schedule.

Description of Issuer

The Authority is established and governed by KRS Chapter 175B and was created to facilitate the construction, financing, operation, oversight and the review and approval of significant transportation projects between the Commonwealth of Kentucky and the state of Indiana, as well as, within the Commonwealth of Kentucky. KPTIA is administratively attached to the Kentucky Transportation Cabinet (KYTC).

The Louisville and Southern Indiana Bridges Authority, a bi-state agency (the “Bi-State Authority”) was also created under KRS 175B and by Executive Order in Indiana for the purpose of developing a financing plan for the LSIORB project. The Bi-State Authority comprised of 14 members, seven from Kentucky and seven from Indiana, developed a unique financial plan using a bi-furcated procurement and financing structure to expedite the construction of the project. Under the plan that was adopted by the Bi-State Authority on March 5, 2012, Kentucky will procure and finance the Downtown Crossing (Sections 1, 2 & 3) and Indiana will procure and finance the East End Crossing (Sections 4, 5 & 6). Kentucky will utilize a design build methodology with initial funding being provided from state Federal Highway Funds, including GARVEE bonds, with the balance to be provided from the future issuance of dedicated toll revenue notes/bonds by KPTIA. Indiana will procure and finance the East End Crossing using an Availability Payment model. Additionally, the

financial plan provides that the toll revenues from the projects would be split equally between the states and that the states would maintain the approaches within their respective borders.

KPTIA was responsible for the review and approval of the financial plan developed by the Bi-State Authority, which also occurred on March 5, 2012. Subsequently, on March 6, 2012 the financial plan was submitted to the Kentucky General Assembly for consideration in developing their transportation construction and funding priorities. The General Assembly is expected to adopt the Transportation Cabinet (Road Fund) Budget in the 2012 Extraordinary Session which convened Monday April 16, 2012 and contains the recommended funding level for the LSIORB Project as submitted in the financial plan.

A copy of the financial plan can be obtained at:

<http://www.bridgesauthority.com/wp-content/uploads/2012/03/Financial-Plan-Update-3-5-12.pdf>

I. Disclosure/Certification Forms

The following identifies the disclosure of information and certification forms (Attachment A through D) which must be completed in their entirety, notarized, and returned with your response. Failure to complete and submit **all forms** could result in your disqualification from the prequalification process.

1. Disclose any information about your firm that presently or with the passage of time could materially impair your firm's ability to provide the level of service required as bond counsel.
2. Certify that your firm is in compliance with the Commonwealth's campaign finance law pursuant to KRS 121.015 through KRS 121.056, KRS 121.150, KRS 121.310, KRS 121.320 and KRS 121.330. (See Attachment A.)
3. Certify that your firm is in compliance with and is not prohibited by the Executive Branch Code of Ethics established by KRS 11A.001 to KRS 11A.990 from entering into a contract with the Commonwealth of Kentucky. (See Attachment B.)
4. Certify that your firm is in compliance with the provisions of KRS 45A.485. (See Attachment C.)
5. Certify that your firm is not prohibited by KRS 45A.863 from entering into a contract with the Commonwealth of Kentucky. (See Attachment D.)
6. Certify that the firm is listed as a "Municipal Bond Attorney" in *The Bond Buyer's Municipal Marketplace Directory Fall 2011*.

7. Certify that your firm has professional liability insurance coverage and that the minimum amount of such coverage is equal to or greater than \$3 million per occurrence and on an aggregate basis.
8. Provide a statement to certify whether the firm is a resident or non-resident bidder under 45A.490 to KRS 45A.494. If responding as a non-resident bidder, please identify and describe any preference, if any, that your firm receives as a resident firm in your state when competing against non-resident firms for state bond counsel business outside Kentucky.
9. Provide a statement to certify that all the information provided herein, to the best of your knowledge, is accurate and complete, and that you understand that any misleading or false information may result in disqualification of the firm at the sole discretion of the Commonwealth.

II. Relevant Experience

Provide a brief history of your firm including characteristics unique to your organization that qualify your firm to serve as bond counsel to KPTIA. Please try to limit your response to two pages or less.

Please provide summary information (i.e. issuer, sale date, amount, source of repayment, general security provisions and special tax provisions) for at least three examples where your firm acted as bond counsel, creating new trust indentures that were supported by a dedicated revenue stream or streams, preferably for large governmental projects such as water and sewer systems, sports arenas, utilities, toll roads or other similar projects. Relevant experience must have occurred within the past seven (7) years **(January 1, 2005-present)** for identified transactions.

IV. Staffing

- 1.) Provide a discussion of the experience and qualifications of the firm's representatives who would work on KPTIA's proposed bond issues.
- 2.) Provide three (3) references for the firm's experience, as applicable, with similar issuers. Include names, addresses and telephone numbers.

Reservation of Rights

The Commonwealth reserves the right to:

- A. Reject any and all submissions without cause.
- B. Waive minor irregularities in all procedures relative to this RFQ.
- C. Reject all submissions and seek new submission when such procedure is reasonably in the best interest of the Commonwealth.

- D. Make investigations regarding qualifications of any or all respondents as the Commonwealth deems necessary.
- E. Request and receive such additional information as the Commonwealth may reasonably require. Failure to comply with such a request will result in disqualification.

Liability

The Commonwealth shall not be liable for:

- A. Any cost incurred in the preparation or submission of qualifications.
- B. Any disclosure, whether by negligence or otherwise, of any material or information in any form submitted by any respondent to this RFQ.

Questions

All questions concerning this RFQ must be submitted by facsimile, e-mail or in writing to the address below no later than **12:00 noon EDT on May 4, 2012**. Any questions submitted and their answers may be distributed to all respondents.

Submission of Qualifications

Submission of proposals must be received no later than **2:00 p.m. (EDT) on Thursday, May 17, 2012**. **E-mail one electronic copy (pdf) to:**

Office of Financial Management
Rachael Dever
KPTIA RFQ Committee Chairperson
702 Capitol Avenue, Suite 76
Frankfort, Kentucky 40601-3453
Phone: (502) 564-2924 Fax: (502) 564-7416
E-mail: Marcia.Adams@ky.gov

Note: Proposals received after the stated deadline will NOT be accepted. Facsimile copies will NOT be accepted for submission of proposals.

Selection and Notification

An evaluation committee composed of representatives from OFM and KYTC will review all submissions of qualifications. Upon the completion of the prequalification process, OFM will post the results to our website at <http://finance.ky.gov/offices/controller/ofm/Pages/default.aspx>

NOTE: It is your firm's responsibility to notify OFM of any change (<http://finance.ky.gov/services/ofm/Pages/default.aspx>) in your firm's primary contact person's information. Any electronic correspondence returned because of an inaccurate e-mail address provided by your firm will be considered undeliverable and no attempt will be made to contact your firm for a correct address. Please complete Attachment E to ensure we have accurate information.

The Office of Financial Management respectfully solicits the submission of qualifications of your firm.

Attachments:

- Attachment A: Certification Pursuant to KRS Chapter 121
- Attachment B: Certification Pursuant to KRS 11A.001 to 11A.990
- Attachment C: Certification Pursuant to KRS 45A.485
- Attachment D: Certification Pursuant to KRS 45A.863
- Attachment E: Primary Contact Information

ATTACHMENT A

Commonwealth of Kentucky
Finance and Administration Cabinet
Sworn Statement Regarding Campaign Finance Laws
Pursuant to KRS Chapter 121

The undersigned hereby swears or affirms, under penalty prescribed by law or perjury, that neither he/she, individually, nor, to the best of his/her knowledge and belief, the corporation, partnership, or other business entity which he/she represents in connection with this procurement, has knowingly violated any provisions of the campaign finance laws of the Commonwealth of Kentucky, pursuant to KRS 121, and that the award of a contract to him/her, individually, or to the corporation, partnership or other business entity which he/she represents, will not violate any of the above-referenced statutes.

Signature

Name

Title

Firm Name

State of _____

County of _____

The foregoing statement was sworn to me this _____ day of _____ 20 _____ by _____

_____.

Notary Public

My commission expires: _____

ATTACHMENT B

Commonwealth of Kentucky
Finance and Administration Cabinet
Sworn Statement Regarding Executive Branch
Code of Ethics
Pursuant to KRS Chapter 11

The undersigned hereby swears or affirms, under penalty prescribed by law or perjury, that neither he/she, individually, nor, to the best of his/her knowledge and belief, the corporation, partnership, or other business entity which he/she represents in connection with this procurement, has knowingly violated any provisions of the Executive Branch Code of Ethics of the Commonwealth of Kentucky, pursuant to KRS 11A.001 to KRS 11A.990, and that the award of a contract to him/her, individually, or to the corporation, partnership or other business entity which he/she represents, will not violate any of the above-referenced statutes.

Signature

Name

Title

Firm Name

State of _____

County of _____

The foregoing statement was sworn to me this _____ day of _____ 20 _____ by _____

_____.

Notary Public

My commission expires: _____

ATTACHMENT C

Commonwealth of Kentucky
Finance and Administration Cabinet
Sworn Statement Regarding Violations of
Kentucky Revised Statutes
Pursuant to KRS Chapter 45A.485

KRS 45A.485 states:

- (1) Any state contract awarded under KRS Chapter 45A, 175, 176, 177, or 180 after July 15, 1994, shall require the contractor to:
 - (a) Reveal any final determination of a violation by the contractor within the previous five (5) year period pursuant to KRS Chapters 136, 139, 141, 337, 338, 341, and 342 that apply to the contractor; and
 - (b) Be in a continuous compliance with the provisions of KRS Chapters 136, 139, 141, 337, 338, 341, and 342 that apply to the contractor for the duration of the contract.

- (2) A contractor's failure to reveal a final determination of a violation of KRS Chapters 136, 139, 141, 337, 338, 341, and 342 or to comply with these statutes for the duration of the contract shall be grounds for the Commonwealth's:
 - (a) Cancellation of the contract; and
 - (b) Disqualification of the contractor from eligibility for future state contracts for a period of two (2) years.

The undersigned hereby swears or affirms, under penalty prescribed by law or perjury, that neither he/she, individually, nor, to the best of his/her knowledge and belief, the corporation partnership, or other business entity which he/she represents in connection with this procurement, has knowingly violated any provisions of the 45A.485, and that the award of a contract to him/her, individually, or to the corporation, partnership or other business entity which he/she represents, will not violate any of the above-referenced statutes.

Signature

Name

Title

Firm Name

State of _____

County of _____

The foregoing statement was sworn to me this _____ day of _____ 20 _____ by _____
_____.

Notary Public

My commission expires: _____

ATTACHMENT D

Commonwealth of Kentucky
Finance and Administration Cabinet
Sworn Statement Regarding Anti-Nepotism Provisions
Pursuant to KRS Chapter 45A.863

The undersigned hereby swears or affirms, under penalty prescribed by law or perjury, that neither he/she, individually, nor, to the best of his/her knowledge and belief, the corporation, partnership, or other business entity which he/she represents in connection with this procurement, has knowingly violated any provisions of the 45A.863, and that the award of a contract to him/her, individually, or to the corporation, partnership or other business entity which he/she represents, will not violate any of the above-referenced statutes.

Signature

Name

Title

Firm Name

State of _____

County of _____

The foregoing statement was sworn to me this _____ day of _____ 20 _____ by _____

_____.

Notary Public

My commission expires: _____

ATTACHMENT E

Contact Information

Please complete this form and return it with your proposal. Thank you for your assistance in helping OFM maintain an accurate database of bond counsel contacts.

Name: _____

Address: _____

Phone: _____

Fax: _____

E-mail: _____