

# **Request for Proposal – Special Counsel Services**

**August 7, 2024**

## **INTRODUCTION**

The Connecticut Health and Educational Facilities Authority (the “Authority”) is a quasi-public state agency created in 1965 to provide access to the tax-exempt bond market for qualified nonprofit institutions. In accordance with the requirements in Connecticut General Statutes, Chapter 187, Section 10a-179(h)(4), the Authority is requesting proposals from qualified firms wishing to provide Special Counsel services to the Authority for a period not to exceed three (3) years.

The Authority seeks proposals from qualified law firms familiar with the Authority’s business and procedures and having established expertise in the area of tax-exempt municipal finance generally and specifically for 501(c)(3) healthcare, higher education, private secondary schools, human service providers, early childhood education centers and cultural institutions. Proposals should highlight your firm’s recent experience with transactions involving the issuance of tax-exempt bonds by public entities and quasi-public agencies similar to the Authority.

## **SCOPE OF SERVICES**

Bond Financings – Special Counsel’s role in the Authority’s bond financing transactions generally relates to environmental, real estate, and construction project due diligence to ensure that the Authority’s requirements are met.

Legal Matters – Special Counsel may be requested to provide legal services directly to the Authority for litigation, employment, employee benefits, and other legal matters.

Firms are expected to have substantial and demonstrable expertise in environmental, real estate, securities, secured transactions, creditors’ rights, employment, employee benefits, litigation and other relevant areas of federal and Connecticut state law.

## **PROPOSAL SUBMISSION REQUIREMENTS**

The Authority will consider each respondent’s ability to provide comprehensive, quality service to the Authority on behalf of its client institutions, as well as its reputation and fee structure. Each of the following listed criteria should be addressed completely and follow the order and format as listed below.

1. Describe the firm’s experience as counsel to any public or quasi-public entities in Connecticut.
2. Describe in detail a representative financing for which your firm served as counsel, your firm’s role, the fees which your firm charged and the nature of such fee.
3. Describe in detail the firm’s relevant expertise in environmental, real estate, litigation, creditors’ rights, employment, employee benefit, and privacy law.
4. Describe the firm’s experience in drafting legislation regarding the State of Connecticut, quasi-public entities, municipalities or other public entities.
5. Provide the address of each of your firm’s offices in Connecticut and the number of full-time resident attorneys in each office.

6. Please name the partners and associates in your firm who would be assigned to Authority matters, give a brief description of each person's relevant experience, and identify the jurisdictions in which each person is admitted to practice. The Authority seeks to have an ethnically diverse team of professionals assigned to its account. Please describe the diversity of your team.
7. Given your knowledge of the various types of Authority transactions, how would your firm propose to minimize Special Counsel fees to the Authority and its clients?
8. How would you propose to charge the Authority for your services? Given that the Authority is a quasi-public agency, could your firm agree to a discounted/blended rate hourly fee arrangement? A capped or fixed fee arrangement?
9. Besides acting as Special Counsel on Authority transactions, what additional services/functions could your firm perform as the Authority's counsel? Would you expect a separate fee from that related to transactional services?
10. Please describe any educational materials or events that your firm generally provides to its clients such as alerts or seminars on legal topics or developments.
11. Please describe the firm's equal opportunity record as evidenced by the composition of firm personnel and the firm's affirmative action and equal employment opportunity policies and practices. The Authority seeks an ethnically diverse team of professionals assigned to its account. Please describe the firm's workforce diversity and any plans or efforts to improve or broaden its diversity.
12. Please describe in as much detail as necessary, any pending or threatened litigation, claim or investigation against your firm or any employees of your firm (particularly those which you propose to assign to the Authority's transactions) in connection with any public finance transaction with which your firm is now working or has rendered services within the past five (5) years.
13. Please identify the firm's professional liability insurance provider and indicate the extent of coverage, including the amount of any deductible or coinsurance amount.
14. Please submit the names, addresses, contact information and positions of two (2) references from within the public finance community.
15. Briefly, what else about your firm should we consider in making Special Counsel appointments?
16. Please describe in detail the efforts made by your firm to support or invest in disadvantaged Connecticut communities in the past 5 years.

## **RFP FORMAT AND SUBMISSION PROCESS**

The total length of the response is limited to 15 pages. Fee schedules and exhibits do not count towards the 15 page limit. Your firm's submission relating to this RFP must include a response to the questions and requests for information as described above, a completed Campaign Contribution Certification form (Exhibit A), completed Third Party Fee Affidavit (Exhibit B), and a copy of your company's [\*\*\*IRS Form W-9\*\*\*](#).

Please submit a copy of your firm's response to this RFP via email by no later than **Friday, September 13, 2024 at 5:00 p.m.** in PDF format to the following individuals:

Michael F. Morris      [mmorris@chefa.com](mailto:mmorris@chefa.com)  
Kara Stuart            [kstuart@chefa.com](mailto:kstuart@chefa.com)

The Authority reserves the following rights (without limitation or waiver):

1. To reject any or all proposals.
2. To conduct investigations or request further information relating to the qualifications of any or all respondents.
3. To supplement, modify or cancel this request for proposals without notice or substitution of another such request.
4. To reevaluate a proposal or selection if there are any changes in the substance of the proposal.

The Authority shall not be liable for any cost incurred in connection with responding to this proposal. Please direct any questions to Michael Morris at 860-761-8424 or via email at [mmorris@chefa.com](mailto:mmorris@chefa.com).

## **SELECTION PROCESS AND PROPOSED SCHEDULE**

The Consultant Committee of the Board of Directors will conduct the selection of Special Counsel, with a recommendation for approval to the Board of Directors of the Authority. Evaluation of firms will include, but will not be limited to, the reputation of the firm, costs, the scope of services to be provided, the reputation and experience of the attorneys to be assigned to the Authority, and other value-added services that may be provided.

- RFP Issued – **August 7, 2024**
- Proposals are due no later than **September 13, 2024, at 5:00 p.m.**
- Any questions related to this RFP will be accepted until **5:00 p.m. on September 6, 2024**. Responses will be posted on the Authority’s website by **5:00 p.m. on September 11, 2024**.
- Notification of interviews, if necessary, by no later than **September 23, 2024**.
- Interviews, if necessary, to be conducted the week of **September 30, 2024**.
- Authority Board action on selection by no later than **October 16, 2024**.

## **STATE OF CONNECTICUT STATUTORY REQUIREMENTS**

### **1. Penalty for False Statement (C.G.S. §1-126)**

Any quasi-public agency, as defined in Section 1-120 of the General Statutes, shall require any application, agreement, financial statement, certificate or other writing submitted to such quasi-public agency with respect to any loan, mortgage, guarantee, investment, grant, lease, tax relief, bond financing or other extension of credit or financial assistance made or provided by such quasi-public agency and that provides information on which the decision of such quasi-public agency was based, to be signed under penalty of false statement as provided in Section 53a-157b of the General Statutes. The Authority requires that proposals in response hereto be provided on the same basis.

Include the following statement with your proposal:

“The information provided herein is submitted by the undersigned authorized signatory of the firm under penalty of false statement as provided in the Connecticut General Statutes, Section 53a-157b.”

### **2. State Election Enforcement Commission Campaign Contribution and Solicitation Ban - C.G.S. §9-612(f)**

The Authority is required to provide prospective state contractors with a copy of or Internet link to the *Notice to Executive Branch State Contractors and Prospective State Contractors of Campaign Contribution and Solicitation Limitations* (“SEEC Notice”). The SEEC Notice is available at:

<https://portal.ct.gov/-/media/OPM/Fin-General/OPM-Form1-CampaignContributionCertification-8-18-Final.pdf>. By submitting a proposal, the authorized signatory to the proposal expressly acknowledges receipt and review of the SEEC Notice and agrees to inform the proposer's principals (as defined in such notice) of the contents of the SEEC Notice.

### **3. Campaign Contribution Certification - C.G.S §9-612(f)(2)(F)**

A prospective state contractor submitting a proposal to the Authority must make the disclosures and certifications set forth on the Campaign Contribution Certification form (See **Exhibit A**) and is also available in a fillable form at <https://portal.ct.gov/-/media/OPM/Fin-General/OPM-Form1-CampaignContributionCertification-8-18-Final.pdf>.

Each proposer must complete and submit the Campaign Contribution Certification form with their proposal.

### **4. Investment Services - Third Party Fee Affidavit - C.G.S. §3-13j(b)**

Any person or entity entering into a contract for investment services, including investment legal services, with a quasi-public agency must disclose in a sworn affidavit any third party fees (or that there were no third party fees) attributable to such contract. Each proposer must complete and submit **Exhibit B** with their proposal.

### **5. Nondiscrimination - C.G.S. §§4a-60 and 4a-60a**

C.G.S. §§4a-60 and 4a-60a require (a) any entity or individual entering into a contract with a state agency or quasi-public agency to comply with the provisions of these statutes and (b) the inclusion of the provisions set forth in C.G.S. §§4a-60a(a)(1)-(4), 4a-60(c)(1), 4a-60(a)(1)-(5) and 4a-60a(b)(1) in any such contract. Any contract entered into with the Authority in connection with this RFP will include the provisions required by the above referenced statutes. See paragraphs 1-3 of **Exhibit C** to this RFP for the provisions that will be included in any contract entered into with the Authority in connection with this RFP.

### **6. Consulting Agreement Representation - C.G.S. §4a-81**

C.G.S. §4a-81 prohibits a state agency or quasi-public agency from executing a contract for the purchase of goods or services, which contract has a total value of fifty thousand dollars or more in any calendar or fiscal year, unless such contract contains the representations set forth in C.G.S. §4a-81(b)(1) & (3) pertaining to whether any consulting agreement has been entered into in connection with such contract. The representations must be made to the best knowledge and belief of the person signing the contract and shall be subject to the penalties of false statement. See paragraph 7 of **Exhibit C** to this RFP for the representations that will be contained in any contract entered into with the Authority in connection with this RFP.

### **7. Gift Ban Policy - C.G.S. §4-252 and Executive Order No. 21-2**

In accordance with C.G.S. Section 4-252(c) and Executive Order No. 21-2 of Susan Bysiewicz, Acting Governor of the State of Connecticut, the authorized signatory of the proposer must include the following representations with the proposal:

“I [ name and title ] of [ Proposer ] hereby represent to the Authority that:

- (a) No gifts were made by (i) the proposer, (ii) any principals and key personnel of the proposer, who participate substantially in preparing bids, proposals or negotiating state contracts, or (iii) any agent of the proposer or principals and key personnel, who participates substantially in preparing bids, proposals or negotiating state contracts, to (1) any public official or state employee of the state agency or quasi-public agency soliciting bids or proposals for state contracts, who

participates substantially in the preparation of bid solicitations or requests for proposals for state contracts or the negotiation or award of state contracts, or (2) any public official or state employee of any other state agency, who has supervisory or appointing authority over such state agency or quasi-public agency;

- (b) No such principals and key personnel of the proposer, or agent of the proposer or of such principals and key personnel, knows of any action by the proposer to circumvent such prohibition on gifts by providing for any other principals and key personnel, official, employee or agent of the proposer to provide a gift to any such public official or state employee; and
- (c) The proposer is submitting bids or proposals without fraud or collusion with any person.”

## **8. Contract Language**

By submitting a response to this RFP, a proposer agrees to the inclusion of the language set forth in **Exhibit C** to this RFP in any contract entered into with the Authority in connection with this RFP.

## **9. Freedom of Information Act**

The Authority is a “public agency” for purposes of the Connecticut Freedom of Information Act (“FOIA”). A proposal submitted in response to this RFP, and any files or documents associated with the proposal, including e-mails or other electronic files, will be public records and subject to disclosure under the FOIA. See C.G.S. §§1-200, et seq. The FOIA includes exemptions for, among other things, “trade secrets” and “commercial or financial information given in confidence, not required by statute.” See C.G.S. §1-210(b). Due regard will be given for the protection of proprietary or confidential information contained in all proposals received. However, all materials associated with this RFP are subject to the terms of the FOIA and all applicable rules, regulations and administrative decisions. If a proposer is interested in preserving the confidentiality of any part of their proposal, it will not be sufficient to state generally in the proposal that the proposal is proprietary or confidential in nature and therefore not subject to release to third parties. Instead, those particular sentences, paragraphs, pages or sections that a proposer believes to be exempt from disclosure under the FOIA must be specifically identified as such. Convincing explanation and rationale sufficient to justify each exemption consistent with §1-210(b) of the FOIA must accompany the proposal. The rationale and explanation must be stated in terms of the reasons the materials are legally exempt from release pursuant to the FOIA. Confidential information must be separated and isolated from other material in the proposal, labeled CONFIDENTIAL, and submitted in a separate PDF. All proposal materials not placed in a separate PDF clearly marked as confidential will not be treated as confidential and will be made available for public view upon receipt of a FOIA request. Proposers should not request that their entire proposal, nor the majority of the proposal, be confidential and the Authority reserves the right to reject any such proposal. The Authority has no obligation to initiate, prosecute or defend any legal proceeding or to seek a protective order or other similar relief to prevent disclosure of any information that is sought pursuant to a FOIA request. The proposer has the burden of establishing the availability of any FOIA exemption in any proceeding where it is an issue. In no event shall the Authority or any of its officers, directors or employees have any liability for the disclosure of documents or information in the Authority’s possession where the Authority, or such officer, director or employee believes disclosure is required under the FOIA or other law.



STATE OF CONNECTICUT
CAMPAIGN CONTRIBUTION CERTIFICATION

Written or electronic certification to accompany a bid or proposal or a non-competitive contract with a value of \$50,000 or more, pursuant to C.G.S. § 9-612.

INSTRUCTIONS:

Complete all sections of the form. Attach additional pages, if necessary, to provide full disclosure about any campaign contributions made to campaigns of candidates for statewide public office or the General Assembly, as described herein. Sign and date the form, under oath, in the presence of a Commissioner of the Superior Court or Notary Public. Submit the completed form to the awarding State agency at the time of submission of your bid or proposal (if no bid or proposal- submit this completed form with the earliest submittal of any document to the state or quasi-public agency prior to the execution of the contract), and if there is a change in the information contained in the most recently filed certification, such person shall submit an updated certification either (i) not later than thirty (30) days after the effective date of such change or (ii) upon the submittal of any new bid or proposal for a contract, whichever is earlier.

Check One:

[ ] Initial Certification

[ ] Updated Certification because of change of information contained in the most recently filed certification

CAMPAIGN CONTRIBUTION CERTIFICATION:

I certify that neither the contractor or prospective state contractor, nor any of its principals, have made any contributions to, or solicited any contributions on behalf of, any party committee, exploratory committee, candidate for state-wide office or for the General Assembly, or political committee authorized to make contributions to or expenditures to or for, the benefit of such candidates, in the previous four years, that were determined by the State Elections Enforcement Commission to be in violation of subparagraph (A) or (B) of subdivision (2) of subsection (f) of Section 9-612 of the General Statutes, without mitigating circumstances having been found to exist concerning such violation. Each such certification shall be sworn as true to the best knowledge and belief of the person signing the certification, subject to the penalties of false statement. If there is any change in the information contained in the most recently filed certification, such person shall submit an updated certification not later than thirty days after the effective date of any such change or upon the submittal of any new bid or proposal for a state contract, whichever is earlier.

All Campaign Contributions on behalf of any party committee, exploratory committee, candidate for state-wide office or for the General Assembly, or political committee authorized to make contributions to or expenditures to or for, the benefit of such candidate, for a period of four years prior to signing the contract or date of the response to the bid, whichever is longer, include:

Table with 5 columns: Contribution Date, Name of Contributor, Recipient, Value, Description. Includes multiple blank rows for data entry.

Sworn as true to the best of my knowledge and belief, subject to the penalties of false statement.

\_\_\_\_\_  
**Printed Contractor Name**

\_\_\_\_\_  
**Printed Name of Authorized Official**

\_\_\_\_\_  
**Signature of Authorized Official**

**Subscribed and acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.**

\_\_\_\_\_  
**Commissioner of the Superior Court (or Notary Public)**

\_\_\_\_\_ **My Commission Expires**



**EXHIBIT B**

**AFFIDAVIT OF THIRD PARTY FEES**

Pursuant to Section 3-13j(b) of the Connecticut General Statutes I, \_\_\_\_\_ duly authorized officer and/or representative of \_\_\_\_\_, a person or entity seeking to enter into a contract for investment services<sup>1</sup>, as defined in Connecticut General Statutes Section 9-612(e)(1)(A), with the CONNECTICUT HEALTH AND EDUCATIONAL FACILITIES AUTHORITY, being duly sworn, hereby depose and say:

that all third party fees<sup>2</sup> attributable to such contract are as follows:

[If none check this box  and sign below]

<b>NAME OF PAYEE</b>	<b>DOLLAR AMOUNT PAID OR VALUE OF NON-CASH COMPENSATION AND DATE</b>	<b>FEE ARRANGEMENT</b>	<b>SPECIFIC SERVICES PERFORMED BY PAYEE</b>

The information set forth herein is true, complete and accurate to the best of my knowledge and belief under penalty of perjury.

Signed: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Commissioner of Superior Court/Notary Public

<sup>1</sup> "Investment services" means investment legal services, investment banking services, investment advisory services, underwriting services, financial advisory services or brokerage firm services

<sup>2</sup> "Third party fees" include, but are not limited to, management fees, placement agent fees, solicitation fees, referral fees, promotion fees, introduction or matchmaker fees, and due diligence fees.



## EXHIBIT C

### State of Connecticut Contracting Requirements

1. **CGS Section 4a-60.** In accordance with Connecticut General Statutes Section 4a-60(a), as amended, and to the extent required by Connecticut law: (i) [**CONTRACTOR'S NAME**] (“Contractor”) agrees and warrants that in the performance of the Agreement such Contractor will not discriminate or permit discrimination against any person or group of persons on the grounds of race, color, religious creed, age, marital status, national origin, ancestry, sex, gender identity or expression, status as a veteran, intellectual disability, mental disability or physical disability, including, but not limited to, blindness, unless it is shown by such Contractor that such disability prevents performance of the work involved, in any manner prohibited by the laws of the United States or of the state of Connecticut; and the Contractor further agrees to take affirmative action to insure that applicants with job-related qualifications are employed and that employees are treated when employed without regard to their race, color, religious creed, age, marital status, national origin, ancestry, sex, gender identity or expression, status as a veteran, intellectual disability, mental disability or physical disability, including, but not limited to, blindness, unless it is shown by such Contractor that such disability prevents performance of the work involved; (ii) the Contractor agrees, in all solicitations or advertisements for employees placed by or on behalf of the Contractor, to state that it is an “affirmative action-equal opportunity employer” in accordance with regulations adopted by the Commission on Human Rights and Opportunities; (iii) the Contractor agrees to provide each labor union or representative of workers with which such Contractor has a collective bargaining agreement or other contract or understanding and each vendor with which such Contractor has a contract or understanding, a notice to be provided by the Commission on Human Rights and Opportunities advising the labor union or workers’ representative of the Contractor’s commitments under General Statutes Section 4a-60, and to post copies of the notice in conspicuous places available to employees and applicants for employment; (iv) the Contractor agrees to comply with each provision of Connecticut General Statutes Sections 4a-60, 46a-68e and 46a-68f and with each regulation or relevant order issued by the Commission on Human Rights and Opportunities pursuant to Connecticut General Statutes Sections 46a-56, 46a-68e, 46a-68f, and 46a-86; and (v) the Contractor agrees to provide the Commission on Human Rights and Opportunities with such information requested by the commission, and permit access to pertinent books, records and accounts, concerning the employment practices and procedures of the Contractor as relate to the provisions of Connecticut General Statutes Sections 4a-60 and 46a-56, and (vi) the Contractor shall include provisions (i) through (v) of this section in every subcontract or purchase order entered into by the Contractor in order to fulfill any obligation of this Agreement, and such provisions shall be binding on a subcontractor, vendor or manufacturer unless exempted by regulations or orders of the Commission on Human Rights and Opportunities and take such action with respect to any such subcontract or purchase order as the commission may direct as a means of enforcing such provisions in accordance with Connecticut General Statutes Section 4a-60.
  
2. **CGS Section 4a-60a.** In accordance with Connecticut General Statutes Section 4a-60a(a), as amended, and to the extent required by Connecticut law: (i) the Contractor agrees and warrants that in the performance of the Agreement, such Contractor will not discriminate or permit discrimination against any person or group of persons on the grounds of sexual orientation, in any manner prohibited by the laws of the United States or of the state of Connecticut, and that employees are treated when employed without regard to their sexual orientation; (ii) the Contractor agrees to provide each labor union or representative of workers with which such Contractor has a collective bargaining agreement or other contract or understanding and each vendor with which such Contractor has a contract or understanding, a notice to be provided by the Commission on Human Rights and Opportunities advising the labor union or workers’ representative of the Contractor’s commitments under Connecticut General Statutes Section 4a-60a, and to post copies of the notice in conspicuous places available to employees and applicants for employment; (iii) the Contractor agrees to comply with each provision of Connecticut

General Statutes Section 4a-60a and with each regulation or relevant order issued by the Commission on Human Rights and Opportunities pursuant to Connecticut General Statutes Section 46a-56; (iv) the Contractor agrees to provide the Commission on Human Rights and Opportunities with such information requested by the commission, and permit access to pertinent books, records and accounts, concerning the employment practices and procedures of the Contractor which relate to the provisions of Connecticut General Statutes Sections 4a-60a and 46a-56; and (v) the Contractor shall include provisions (i) through (iv) of this section in every subcontract or purchase order entered into in order to fulfill any obligation of this Agreement, and such provisions shall be binding on a subcontractor, vendor or manufacturer unless exempted by regulations or orders of the Commission on Human Rights and Opportunities and take such action with respect to any such subcontract or purchase order as the Commission on Human Rights and Opportunities may direct as a means of enforcing such provisions in accordance with Connecticut General Statutes Section 4a-60a.

3. **Nondiscrimination Affirmation.** The Contractor hereby affirms that it understands the obligations of Connecticut General Statutes Sections 4a-60 and 4a-60a and will maintain a policy for the duration of this Agreement to assure that the Agreement will be performed in compliance with the nondiscrimination requirements of such statutes. The authorized signatory of this Agreement demonstrates their understanding of the obligation set forth in this section by signing this Agreement.
4. **State Contract Representation for Contractor.** Pursuant to section 4-252 of the Connecticut General Statutes and Acting Governor Susan Bysiewicz Executive Order No. 21-2, promulgated July 1, 2021, the Contractor, for itself and on behalf of all of its principals or key personnel who submitted the proposal to the Connecticut Health and Educational Facilities Authority (CHEFA) represents the following:
  - (a) That no gifts were made by (i) the CONTRACTOR, (ii) any principals and key personnel of the CONTRACTOR, who participate substantially in preparing bids, proposals or negotiating State contracts, or (iii) any agent of the CONTRACTOR or principals and key personnel, who participates substantially in preparing bids, proposals or negotiating State contracts, to (1) any public official or state employee of the state agency or quasi-public agency soliciting bids or proposals for state contracts, who participates substantially in the preparation of bid solicitations or requests for proposals for state contracts or the negotiation or award of state contracts, or (2) any public official or state employee of any other state agency, who has supervisory or appointing authority over such state agency or quasi-public agency;
  - (b) That no such principals and key personnel of the Contractor, or agent of the Contractor or of such principals and key personnel, knows of any action by the Contractor to circumvent such prohibition on gifts by providing for any other principals and key personnel, official, employee or agent of the Contractor to provide a gift to any such public official or state employee; and
  - (c) The Contractor is submitting bids or proposals without fraud or collusion with any person.
5. **Contract Representation of CHEFA's Authorized Signatory.** Pursuant to section 4-252 of the Connecticut General Statutes and Acting Governor Susan Bysiewicz Executive Order No. 21-2, promulgated July 1, 2021, CHEFA's authorized signatory to this Agreement represents that the selection of the corporation was not the result of collusion, the giving of a gift or the promise of a gift, compensation, fraud or inappropriate influence from any person.
6. **CGS 9-612(f) Campaign Contribution Restrictions.** For all State contracts, defined in section 9-612(f)(1)(C) of the General Statutes as having a value in a calendar year of \$50,000 or more, or a combination or series of such agreements or contracts having a value of \$100,000 or more, the Contractor's

