

**Addendum No. 1**

**to**

**Request for Qualifications**

**FOR**

**LEGAL SERVICES BOND ISSUER'S COUNSEL**

Date: December 21, 2023

**REVISIONS TO ORIGINAL RFQ**

This Addendum No. 1 is issued to supplement, revise, and clarify the scope of services as outlined in the original RFQ. Revisions are provided below.

- 1) **Introduction** - The "Introduction" section of the RFQ is updated to define the Services to include both Bond Counsel ***and*** Issuer's Counsel as reflected below:

The IDA issues this Request for Qualifications (the "**RFQ**") for qualified legal professional services firms to serve as issuer's counsel or bond counsel for the issuance of revenue bonds on an as needed basis (the "**Services**").

- 2) **Scope of Services** - The "Scope of Services" section of the RFQ is updated to include the language below:

- Assisting as Bond Counsel, which may include, but is not limited to:
  - Helping state or local governments develop strategies for structuring their bond offerings;
  - Attending or presiding over bond hearings;
  - Managing the documentation for the bond issuance; and
  - Attesting to the U.S. Securities and Exchange Commission (SEC) or other agencies about the validity of a sale.

- 3) **Submission Content** - The "Submission Content" section of the RFQ is updated to include the language below:

6. **Type of Services**. Provide a statement indicating if the firm is applying as Bond counsel or Issuer's Counsel.

**No other provisions of the RFP are affected by this addendum. All other terms and conditions from the RFP shall remain in effect.**

**EXHIBIT A**

**Original RFQ**

See attached.

**REQUEST FOR QUALIFICATIONS**

**FOR**

**LEGAL SERVICES  
BOND ISSUER'S COUNSEL**

**Issued by the Industrial Development Authority  
of the County of St. Louis, Missouri**

**Qualifications Accepted on a Rolling Basis**

**Review of Qualifications Begins on:**

**3:00 PM on Thursday, December 21, 2023**

**Industrial Development Authority  
c/o St. Louis Economic Development Partnership**

**ATTN: Missy DeMarco**

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## Introduction

The Industrial Development Authority of the County of St. Louis, Missouri (the “IDA”) is authorized under the provisions of Chapter 349 of the Missouri Revised Statutes to purchase, construct, extend, and improve certain projects and to issue revenue bonds for the purpose of providing funds to finance or refinance the costs of such projects. The IDA is provided staff by the St. Louis Economic Development Partnership.

The IDA issues this Request for Qualifications (the “RFQ”) for qualified legal professional services firms to serve as issuer’s counsel for the issuance of revenue bonds on an as needed basis (the “Services”). In general, the issuer’s counsel will draft various corporate resolutions and review various financing documents. It is anticipated that the IDA will identify a short list of qualified firms to provide the Services on an as needed basis for up to a three-year period, ending January 2027.

## Scope of Services

The Services to be furnished pursuant to this RFQ shall include, but are not limited to, the following:

- Drafting the *Inducement Resolution* and final *Bond Issuance Resolution* for approval by the IDA board (occasionally, bond counsel may prepare these documents);
- Reviewing the financing documents to ensure that the structure is consistent with the terms approved by the IDA board and the general policies and procedures of IDA; and
- Providing the following items on behalf of the IDA at closing:
  - A closing certificate, to include: articles of incorporation, bylaws, list of the IDA officers, certificate of good standing in the State of Missouri, resolution authorizing the issuance of the bonds, notice of meeting of the board of directors, and an excerpt of minutes from the meeting of the board of directors approving the financing;
  - Blanket *DTC Letter of Representations*;
  - Facsimile signature certificates;
  - *Form 8038-G* (providing the IRS with information required for the issuance of tax-exempt bonds and to monitor those requirements);
  - Missouri Department of Economic Development’s *Industrial Development Corporation’s Annual Activity Report* (Form IDC-R);
  - Evidence of filing of bond information on the *Missouri Accountability Portal*; and

- As appropriate, the *Articles of Merger* of the IDA with the respective municipality where the project is located.

While the above is a general summary of the Services, specific requirements may differ depending upon the project.

The successful firm must carry professional malpractice insurance coverage with limits of at least \$1,000,000/\$1,000,000. Any attorney designated to provide the Services from the successful firm must be a member in good standing of the Missouri Bar.

### **Submission Content**

Submissions must include, at a minimum, the following information:

1. Experience/Qualifications of Firm. Provide a description of the firm’s experience in providing similar services. Provide a statement of compliance with all criteria identified in the Scope of Services section above, including bar membership and insurance coverage.
2. Experience/Qualifications of Assigned Professional(s). Provide the qualifications for each individual who may be assigned to provide the Services and designate the individual who would have primary responsibility for oversight of the Services.
3. Availability. Provide a statement of the firm’s availability and interest to provide the Services on an ongoing basis.
4. Approach to Diversity, Equity, and Inclusion. Provide a description of the firm’s approach to diversity, equity, and inclusion in providing the Services.
5. Proposed Fees/Expenses. Clearly state all fees and expenses to be charged in the performance of the Services:
  - a. If based on an hourly rate, provide the hourly rates to be charged for each individual who would be assigned to this engagement and a general description of how billable hours will be allocated among key personnel.
  - b. Provide an explanation if fees will be calculated on any other basis. Itemize the type of expenses (other than fees) for which your firm would seek reimbursement.

### **Selection Criteria**

Submissions will be reviewed by staff for inclusion on a list of potential issuer’s counsel (the “Qualified List”), for up to a three-year period, ending January 2027. Final selection of firms for the Qualified List will be made on the basis of the following criteria:

1. Qualifications, expertise, and experience of the firm in providing similar services;
2. Qualifications, expertise, and experience of the individuals assigned from the firm;
3. Availability to provide the Services;
4. Approach to diversity, equity, and inclusion;
5. Cost; and
6. Responsiveness of the firm to the RFQ categories.

The Industrial Development Authority of the County of St. Louis, Missouri actively encourages submissions from disadvantaged business enterprises and companies owned by minorities, women, immigrants, and veterans. The IDA does not discriminate on the basis of race, color, religion, creed, sex, sexual orientation, gender identity, age, ancestry, national origin, disability, or veteran status in consideration of this award. Equal Opportunity Employer.

### **Terms and Conditions**

The following terms and conditions apply to all submissions:

1. The IDA reserves the right to reject any and all submissions; to select one or more responding parties; to void this RFQ and the review process and/or terminate negotiations at any time; to select separate responding parties for various components of the scope of services; and to select a final party/parties from among the submissions received in response to this RFQ. Additionally, any and all RFQ project elements, requirements and schedules are subject to change and modification. The IDA also reserves the unqualified right to modify, suspend, or terminate at its sole discretion any and all aspects of this RFQ process, to obtain further information from any and all responding parties, and to waive any defects as to form or content of the RFQ or any responses by any party.
2. This RFQ does not commit the IDA to award a contract, defray any costs incurred in the preparation of a response to this RFQ, or contract for any services. All submitted responses to this RFQ become the property of the IDA as public records. All submissions may be subject to public review, on request, unless exempted as discussed elsewhere in this RFQ.
3. By accepting this RFQ and/or submitting a response thereto, each responding party agrees for itself, its successors and assigns, to hold Industrial Development Authority of the County of St. Louis, Missouri, the St. Louis Economic Development Partnership and its affiliated entities, St. Louis County, the City of St. Louis, and all of their various agents, commissioners, directors, consultants, attorneys, officers and employees harmless from and against any and all claims and demands of whatever nature or type, which any such responding company, its representatives, agents, contractors, successors or assigns

may have against any of them as a result of issuing this RFQ, revising this RFQ, conducting the selection process and subsequent negotiations, making a final recommendation, selecting a responding party/parties or negotiating or executing an agreement incorporating the commitments of the selected responding party.

4. By submitting responses, each responding party acknowledges having read this RFQ in its entirety and agrees to all terms and conditions set out in this RFQ.
5. Responses shall be open and valid for a period of ninety (90) days from the due date of this RFQ.

### **Submission of Responses**

**Qualification submittals will be accepted throughout the 2023-2024 calendar years.**

However, to ensure your firm is considered, please submit your firm's qualifications as soon as possible. The initial review of qualifications for inclusion on the Qualified List will begin after **Thursday, December 21, 2023, at 3 PM CT.**

#### Schedule

RFQ Newspaper Advertisement	Thursday, November 30, 2023
Submission of Qualifications by	Thursday, December 21, 2023

Electronic submissions should be in PDF format and sent by email to [mdemarco@stlpartnership.com](mailto:mdemarco@stlpartnership.com).

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