

**ILLINOIS INTERNATIONAL PORT DISTRICT
REQUEST FOR PROPOSALS (“RFP”) FOR:
BOND COUNSEL**

DUE: September 5, 2018

Required for use by:

**Illinois International Port District
(IIPD)**



All proposals and other communications must be addressed and returned to:

Mr. Clayton Harris III
Executive Director
Illinois International Port District
3600 E. 95th Street
95th and the Lakefront
Chicago, Illinois 60617-5193
director@IIPD.com

PROPOSALS MUST BE RECEIVED NO LATER THAN 4:00 P.M., ON SEPTEMBER 5, 2018

**MICHAEL K. FORDE
CHAIRMAN**

**CLAYTON HARRIS III
EXECUTIVE DIRECTOR**

**Illinois International Port District
REQUEST FOR PROPOSALS (RFP)**

RFP SCHEDULE

Event	Target Date
RFP Issuance	August 20, 2018
Due Date for Sealed Proposals	September 5, 2018 at 4:00 pm (CST)
Opening of Sealed Proposals	September 6, 2018 at 10:00 am (CST)

Respondents are responsible for checking the IIPD’s website for clarifications and/or addenda. Failure to obtain clarifications and/or addenda from the IIPD’s website will not relieve the Respondent from being bound by any additional terms and/or conditions. For all information concerning this RFP, including questions from Respondent(s) and responses from IIPD, and any updates to this RFP, Respondent(s) are urged to frequently refer to IIPD's website at: <http://www.iipd.com>.

COMMUNICATION DURING THE RFP PROCESS

All questions or requests for clarification shall be in writing and must be sent by email to director@iipd.com, and directed to the attention of Clayton Harris, III, Executive Director. Emails must clearly indicate “Questions and Requests for Clarification” in the subject line and must refer to “Request for Proposals (RFP) for Bond Counsel.”

CAUTION: DEADLINES AND PROCEDURES FOR SUBMITTING PROPOSALS

To be assured of consideration, Proposals must be received by the Executive Director, at the immediately above-listed address, no later than 4:00 p.m. Central Standard Time on September 5, 2018. Respondent must submit one (1) hard copy original, five (5) duplicate hardcopies and an electronic copy in .pdf format on a USB-compatible flash drive, of the respondent’s Proposal(s). The original documents must be clearly marked as “ORIGINAL” and must bear the original signature of an authorized corporate agent on all documents requiring a signature. Respondent must enclose all documents in sealed envelopes or boxes.

When responses are delivered by mail or messenger to the Executive Director, the Respondent is responsible for their delivery BEFORE the due date and time. If delivery is delayed beyond the date and hour set for the receipt, said responses so delayed will not be considered and will be returned unopened at the expense of the Respondent.

Any false statement(s) made by the Respondent(s) will void the response and eliminate the Respondent(s) from further consideration.

The Executive Director reserves the right to reject any submittal that deviates from the submittal requirements. No additional or missing documents will be accepted after the due date and time except as may be requested by the Executive Director.

TABLE OF CONTENTS

- I. Background
- II. General Information
- III. Response Requirements
- IV. Communication during RFP Process
- V. Deadline and Procedures for Submitting Proposals
- VI. Resident Businesses / M/WBE Participation / Hiring Practices
- VII. Rights / Reservations
- VIII. Miscellaneous

Attachment #1 – Company Profile Information

REQUEST FOR PROPOSALS (RFP)

I. Background

The Illinois International Port District (“IIPD” or “Port District”) is an Illinois municipal corporation created to promote the shipment of cargoes and commerce through its facilities. The IIPD is the owner and master landlord controlling two land areas in South Chicago: Iroquois Landing, an open paved terminal with 3,000 linear feet of ship and barge berthing space located at the mouth of the Calumet River in the southwest corner of Lake Michigan; and Senator Dan Dougherty Harbor (Lake Calumet) which encompasses approximately 1,600 acres of land and currently is home to various harbor operations and terminals located at the junction of the Grand Calumet and Little Calumet Rivers, situated six miles inland from Lake Michigan. The IIPD’s harbor facilities are served by rail facilities and are adjacent to three interstate highways and feature an abundance of warehouse facilities.

The IIPD is a significant driver of freight movement and economic activity through the region serving as a link with downstate waterways and the Mississippi and Illinois Rivers. The IIPD’s harbor facilities accommodate movement of an estimated 26,000,000 cargo tons annually between shipping, barge, rail and trucking intermodal activity.

In addition to the IIPD’s harbor facilities, the IIPD’s Lake Calumet property is home to Harborside International Golf Facility, a world renowned 36 hole Championship links golf course. Lake Calumet is located immediately east of the recently designated National Historic Landmark of Pullman and immediately south of the forthcoming Obama Presidential Library and Center.

In 2017, the IIPD recognized a substantial improvement in operating conditions, seeing greater than 10% in revenue growth while realizing a reduction in long-term debt of approximately 60% as compared to the prior year. In addition to improvements in the District’s financial condition, the IIPD has recently commenced infrastructure improvement projects including its Butler Drive Project for improvement of roadway and rail facilities at 130th Street.

II. General Information

Given the current interest rate climate coupled with the recent improvement realized in the IIPD’s financial condition, the IIPD has interest in reviewing options with respect to bond refinancing and additional funding opportunities. Pursuant to a separate RFP, the IIPD has retained Loop Capital Markets (“LCM”) to assist with reviewing options in relation to refinancing or restructuring its existing \$9,620,000 Variable Rate Revenue Refunding Bond, Series 2003 (“2003 Bond”) and options for an additional financing of approximately \$10,000,00.00 for new money improvement opportunities for the Port District (collectively, the “2018 Refunding and Improvement Bonds”). The 2003 Bond financing is on a variable basis and has a remaining term of five years. Additional information may be available from the MSRP’s Electronic Municipal Market Access (EMMA) database, utilizing CUSIP No. 45202PAA3.

Pursuant to this RFP, the IIPD is hereby seeking proposals from qualified and experienced firms to assist the IIPD pursuant to professional service agreement between the firm and the IIPD to serve as bond counsel to the IIPD. The IIPD, with LCM's assistance, is reviewing options for financing opportunities including the potential issuance of 2018 Refunding and Improvement Bonds, however there is no guarantee as to the timing, type or amount of any debt issuance at this time.

The IIPD is seeking retention of a qualified professional firm to provide traditional and customary bond counsel services, which may include, but are not limited to:

- Assisting the IIPD and its contractor, LCM, in planning and structuring any bond issue(s) and supervising the procedures for issuance.
- Acting as Issuer's disclosure counsel, thereby rendering an opinion(s) on the validity and security of any bond offering, and whether interest on the bonds is exempt from income and other taxation.
- Providing support with preparation of the Preliminary Official Statement (POS), Official Statement (OS) and Notice of Sale.
- Coordinating with the IIPD and its contractor, LCM, regarding any bond issuance.
- Obtaining required approvals, validation, rulings, permissions and exemptions as bond counsel determines to be necessary or appropriate to any bond issue(s).
- Rendering opinions on questions related to the IIPD's bond obligations, on applicability of federal and state laws, security agreements, and any other relevant issues.
- Advising the IIPD on new or revised regulations and interpretations concerning tax-exempt debt issuance, including arbitrage restrictions.
- Assisting in presenting information to bond rating agencies and bond insurers, if necessary and with all required reporting associated with any bond issue(s).
- Providing advice regarding the applicability of regulations to outstanding debt, including the 2003 Bonds, and projected future debt issuance.

III. Response Requirements

Respondents are advised to adhere to the submittal requirements of the RFP. Failure to comply with the instructions of this RFP will be cause for rejection of the non-compliant Proposal. Respondents must provide information in the appropriate areas throughout the RFP.

The detailed Proposal evaluated by the IIPD must include a response to all requirements in this RFP. The Selected Respondent and IIPD will enter into a professional services contract memorializing their rights and obligations for bond counsel services.

- A. *Mandatory Response Requirements:*** In order to be considered, all Respondent(s) proposals must meet the following Minimum Requirements:

1. Information must be received by the stated deadline, any Proposals received after this deadline may not be considered.
2. Information must be complete, in conformance with the specifications and other requirements of this RFP and include all documentation, evidence or verification requested.
3. Respondents are required to provide a listing of any litigation they have been involved in concerning any dispute pertaining to or resulting from bond counsel services provided by respondent within the past five (5) years. Respondent must provide a listing of any debarment or disciplinary actions taken in the past five (5) years against respondent (or any anticipated joint venture partner, contractor and/or subcontractor). For purposes of this disclosure respondents should include such information with respect to any parent, subsidiary or affiliate.

B. *Required Content of the Proposal:* Proposals should be as thorough and as detailed as possible so that IIPD may properly evaluate a respondent(s)' capabilities, and should affirmatively acknowledge that Respondents understand and have relevant skills to perform the services sought by IIPD, if selected, and at a minimum, the Proposal should include the following items:

1. **Cover Letter** - Respondent(s) must submit a cover letter signed by an authorized representative of the entity committing Respondent as described in this RFP in accordance with the terms and conditions of any contract awarded pursuant to the RFP process, and indicating any expected conditions precedent (e.g. confirmatory due diligence). The cover letter must:
 - a. Provide a brief overview of Respondent's firm including size, corporate headquarters and types of services offered.
 - b. Outline the number of years the entity has been in business, and provide an overview of the experience and background of the entity and its key personnel.
 - c. Identify the legal name of the entity, its headquarters address, its principal place of business, its legal form (i.e., corporation, joint venture, limited partnership, etc.), and the names of its principals or partners and authority to do business in Illinois.
 - d. State whether respondent will anticipate including any joint venture arrangements. If joint venture, discuss portions of the work to be performed by each joint venture partner, contractor and/or subcontractor.
 - e. Indicate the name and telephone number(s) of the principal contact for oral presentation, or negotiations.

2. **Executive Summary** - Respondent must provide an executive summary which explains its understanding of the IIPD's intent and objectives and how their Proposal would achieve those objectives. The summary should include a statement of why Respondent believes itself to be the best qualified firm to provide the services requested.
 3. **Discussion of Experience and Capabilities** –
 - a) Respondents should explain what qualifications their firm have that enable it to provide the specified legal services required under the scope of services discussed for this assignment.
 - b) Provide a statement of relevant experience and/or qualifications relevant to experience serving as bond counsel, including with respect to acting as bond counsel for municipal financing and/or as counsel to public or government entities.
 - c) Please submit any additional information which you believe would be useful to the directors of IIPD in evaluating your performance on similar transactions as well as your qualifications to serve as bond counsel.
 4. **Identification of any Key Personnel** - Provide the name of the personnel who would be envisioned to work directly with IIPD's team on this engagement and provide a resume with relevant experience information for each.
 5. **Compensation Proposal** – Please provide an explanation as to the cost of the services to be provided and an explanation of the basis upon which fees are determined. All potential services and associated pricing must be disclosed. Pricing proposed should be considered fixed for the initial twenty-four months of the engagement.
- C. ***Changes by Respondent(s)***. If Respondent(s) changes any element(s) of its bid, IIPD, in its discretion, may disqualify the Respondent(s).
- D. ***Confidentiality / Proprietary Information***. Respondent(s) are hereby advised that the IIPD is subject to the Illinois State Freedom of Information Act, (“FOIA”), (5 ILCS 140/1, et seq.). Confidential information will be treated as such to the extent consistent with the Port District's legal obligations under FOIA and other applicable laws, regulation or legal process and the provisions of any Confidentiality Agreement between IIPD and Respondent(s). Upon the request of a Respondent(s), IIPD will entertain reasonable confidentiality agreements concerning confidential or proprietary information a Respondent(s) wishes to protect from public disclosure, provided, however, any such agreement shall be subject to FOIA and other applicable legal requirements as set forth above.

IV. Communication during RFP Process

IIPD's contact person for this solicitation is Clayton Harris, III, who can be reached at:

Clayton Harris, III, Executive Director
director@iipd.com

All questions or requests for clarification shall be in writing and must be sent by email to director@iipd.com, and directed to the attention of Clayton Harris, III, Executive Director. Emails must clearly indicate "Questions and Requests for Clarification" in the subject line and must refer to "Request for Proposals (RFP) for Bond Counsel."

Unless otherwise agreed in advance with TBD, Respondent(s) must not communicate directly or indirectly with any IIPD Trustee, officer, employee, or other representative of IIPD or its advisors or customer or their advisors on matters related to this RFP other than the contact person specified above or his designee.

Answers to questions of general interest, updates and addenda will be posted on the IIPD website:
<http://www.iipd.com>

The Port District will review all properly submitted responses and if necessary, may request additional information (in writing and/or through presentations or interviews) or written clarification.

V. Deadline and Procedures for Submitting Proposals

To be assured of consideration, Proposals must be received by the Executive Director, at the immediately above-listed address, no later than 4:00 p.m. Central Standard Time on September 5, 2018.

Respondent must submit one (1) hard copy original, five (5) duplicate hardcopies and an electronic copy in .pdf format on a USB-compatible flash drive, of the respondent's Proposal(s). The original documents must be clearly marked as "ORIGINAL" and must bear the original signature of an authorized corporate agent on all documents requiring a signature. Respondent must enclose all documents in sealed envelopes or boxes.

VI. Resident Businesses / M/WBE Participation / Hiring Practices

Preference will be given to Illinois resident businesses and M/WBE certified businesses, when possible. IIPD seeks to reach goals of (26%) Minority Business Enterprise ("MBE") participation and (6%) Women Business Enterprise ("WBE") participation in goods and/or services relating to its contracting matters. Respondent shall indicate any plans to address M/WBE goals.

Respondent should indicate any plans to incorporate local resident hiring, and subject to confirmatory due diligence, should be prepared to enter contractual commitments incorporating local hiring requirements.

The Respondent shall agree to comply with the constitution of the United States, the Civil Rights Act of 1964 (42 U.S.C. 1971, et seq.), Section 504 of the Rehabilitation Act of 1973 (29 U.S.C. 794, et seq.), the Americans With Disabilities Act of 1990 (42 U.S.C. 1210, et seq.), the Fair Labor Standards Act of 1938 (29 U.S.C. 201, et seq.), the Constitution of the State of Illinois, the Illinois Human Rights Act (Ill. Comp. Stat. 1992, Ch. 775, Sec. 5/1-101 et seq.), the Cook County Human Rights Ordinance.

VII. Rights / Reservations

The IIPD reserves the right to accept or reject any and all Responses or Proposals and is not obligated to award any contract pursuant to this solicitation. The IIPD will not be under any legal obligation or duty of any kind whatsoever by virtue of this transaction process, any submission of a Proposal, or any acceptance or rejection of a Proposal.

The IIPD reserves the right to modify, terminate, or restart the process at any time, without giving any reason.

The IIPD reserves the right to amend the solicitation, reject any or all Proposals and waive minor defects. This competitive process may require that Respondents provide additional information and otherwise cooperate with the IIPD. The IIPD may request a clarification, interview staff, request a presentation, or otherwise verify the contents of a Proposal.

The IIPD will make all decisions on compliance, evaluation, and terms and conditions, and shall make decisions in the best interests of the IIPD and in accordance with its policies and applicable statutes and regulations.

The IIPD is not responsible for costs or damages incurred by Respondents, member(s), partners, subcontractors or other interested parties in connection with the RFP process, including but not limited to costs associated with preparing the Proposal and of participating in any conferences, site visits, demonstrations, oral presentations or negotiations.

VIII. Miscellaneous

Respondent(s) are urged to refer frequently to IIPD's website. IIPD will post questions from Respondent(s) and IIPD's responses as well as corrections, addenda and updates to this RFP, if any on IIPD's website located at: www.iipd.com