

**REQUEST FOR PROPOSALS FROM
TRUSTEES
FOR
900 WEST CAPITOL BUILDING PROJECT
+/- \$21,000,000**

SPECIAL NOTE: YOUR IMMEDIATE ATTENTION IS CALLED TO SECTION I.C. YOU NEED TO SEND TO US AN E-MAIL ADDRESS FOR TRANSMISSION OF NOTICES OF INQUIRIES.



December 15, 2009

**Arkansas Development Finance Authority
423 Main Street, Suite 500
Little Rock, AR 72201
(501) 682-5900**

SECTION I: INSTRUCTIONS TO PROPOSER/ GENERAL INFORMATION

A. PURPOSE. For the past year, the Arkansas Building Authority (ABA) and the Arkansas Development Finance Authority (ADFA) have been interested in lease and potential purchase of a vacant property located at 900 West Capitol Avenue in the heart of downtown Little Rock. The building, built in the 1940's had been home to the Dillard's headquarters, but has been empty for ten years. Bond proceeds would be used for acquisition, additional construction and equipping of the premises.

ADFA anticipates working with the ABA and utilizing the State Agencies Facilities Acquisition Act §§ 22-3-1401 *et seq.* This act authorizes ADFA to issue revenue bonds to finance the acquisition, construction and equipping lands, buildings, improvements and facilities for housing governmental agencies of the State of Arkansas.

ADFA and ABA have had preliminary discussions regarding the issuance of revenue bonds by ADFA to finance the premises, pursuant to the exercise of an option to purchase contained in an agreement signed in December of 2008 between ABA as lessee and Capital Avenue Properties, LLC as lessor. It is anticipated that the project will be owned by ADFA, leased to ABA, and subleased to one or more agencies of the State of Arkansas. Those state agency tenants for the building will be the Arkansas Development Finance Authority (ADFA), Arkansas Economic Development Commission (AEDC), Arkansas Science and Technology Authority (ASTA), State of Arkansas Library and Administrative Offices of the Courts.

The sublease agreements with the state agency tenants were signed in January, 2009. The ABA Council met on April 29, 2009 and approved a resolution authorizing conditional acquisition of the property for \$18,500,000 pursuant to the purchase option. An additional \$800,000 is planned to be spent on office furniture systems and building access system equipment.

The building's current owner, Capital Avenue Properties, LLC, is retrofitting the building to receive a highly sought after designation for energy-efficient structures. It is anticipated this project will meet the requirements of LEED Silver Level. Acquiring this quality of a building with the LEED certification has been a goal of state government. The U.S. Department of Energy is investing \$1,200,000 in the project in the form of grants from the American Recovery and Reinvestment Act. Also in the plans is a covered parking structure that will hold a 25 kilowatt or larger photovoltaic solar array that will serve the building and provide docking stations for hybrid electric cars.

ADFA may employ the use of Build America Bonds on this governmental project.

B. SUBMISSION OF PROPOSALS. Written proposals responding to the questions and requests for information in the manner specified in this Request For Proposal ("RFP") should be submitted to the following:

rfp@adfa.state.ar.us

To be considered, one (1) copy of the proposal should be delivered to ADFA not later than January 5, 2010, 12:00 p.m., via email. Late proposals will not be accepted. ADFA reserves the right to reject any or all proposals.

C. ADDITIONAL INFORMATION. It is the responsibility of the proposer to inquire about and clarify any aspect of the RFP. Questions should be directed to Gene Eagle (geagle@adfa.state.ar.us), Vice President for Development Finance, at (501) 682-5905 or Patrick Patton (ppatton@adfa.state.ar.us), Vice President for Internal Audit at (501) 682-5902. Substantive questions and answers will be documented in letterform and will be sent by electronic mail to all the proposers who provide us with an e-mail address. **IN ORDER TO BE ON THE DISTRIBUTION LIST FOR INTERNET TRANSMISSION OF ALL RESPONSES TO INQUIRIES, YOU MUST IMMEDIATELY ADVISE PATRICK PATTON OF ADFA, THE INTERNET E-MAIL ADDRESS TO WHICH YOU WANT ALL SUCH TRANSMISSIONS SENT.**

D. PROPERTY OF ADFA. Any information or materials submitted as a response to this RFP shall become the property of ADFA and will not be returned. All submitted materials will be available for public review.

E. RESPONSE TO REQUEST FOR PROPOSAL. Firms wishing to respond to this RFP may contact any of the ADFA staff persons identified herein. **NO CONTACT WITH ADFA BOARD MEMBERS IS ALLOWED AND ANY SUCH CONTACT WILL BE GROUNDS FOR IMMEDIATE REJECTION OF A FIRM'S PROPOSAL.**

F. SELECTION TIMETABLE.

December 15, 2009	Request for Proposal Issued
January 5, 2010	Proposals due by 12:00 p.m., via email
TBA	Oral Presentations (if necessary)
January 21, 2010	Board Action (Appoint/ratify appointment of Trustee, authorizes the President of ADFA to negotiate fees).
TBD	Submission to Legislative Committee for contract review (if required)

G. SELECTION PROCESS. ADFA's Staff Professional Selection Committee will review the submitted proposals. Proposals will be evaluated based on the responses to specifics outlined in the Proposal Format section of this RFP and based upon the selection criteria. Proposals that omit any of these items may be rejected as non-responsive. The ADFA Board Professional Selection Committee will make its decision on a recommendation for selection, which will be reported to the Board of Directors of the Authority at its regular meeting. The final selection will be made by a vote of Board members.

ADFA may at any time prior to the selection of a firm reject any and all proposals and cancel this RFP, without liability therefore, upon finding that there is good cause for rejecting all proposals and that it would be in its interest to cancel the solicitation. Further, regardless of the number and quality of proposals submitted, ADFA shall under no circumstances be responsible for any proposer costs and expenses incurred in submitting a response to this RFP. Each proposer who submits a response does so solely at the proposer's cost, risk and expenses. ADFA accepts no responsibility for the return of successful or unsuccessful proposals. This RFP in no way obligates ADFA to select a firm.

Any firm selected will be required to complete a disclosure form in compliance with Governor's Executive Order 98-04.

H. SELECTION CRITERIA. The proposals will be reviewed by the Staff Professional Selection Committee composed of selected members of ADFA staff. The committee generally will use the following criteria to evaluate all acceptable proposals and to develop recommendations to be presented to the ADFA Board Professional Selection Committee; however, ADFA reserves the right to evaluate the proposals based on factors beyond the listed criteria.

<u>Criteria</u>

1. Firm's prior experience as trustee for:
 - a. ADFA bond issues.
 - b. Other revenue bond issues.
2. Ability to handle daily receipts and payments.
3. Timeliness and clarity of transaction reporting.
4. Qualifications of staff to be assigned. (Position in firm and years and type of experience will be considered.)
5. Responsiveness of written proposals to the purpose and scope of services.
6. Reasonableness of proposed fee.

SECTION II: SCOPE OF SERVICES AND REQUIREMENTS

The trust indenture for this series of bonds, when adopted by the ADFA Board of Directors and accepted by the trustee, shall be deemed to be and shall constitute a contract between ADFA and the trustee. The indentures will require the trustee to perform services normally associated with being trustee for a revenue bond program, including, but not limited to:

1. Authenticate and deliver the Bonds authorized by the trust indenture.
2. Maintain registry books of ADFA showing the person in whose name the Bonds are registered, if applicable.
3. Hold and maintain trust funds pursuant to the trust indentures.
4. Apply or deposit all Bond proceeds, pledged funds and pledged revenues pursuant to the trust indentures.
5. Invest or reinvest moneys held in accounts pursuant to the trust indentures or as directed by an authorized officer of ADFA.
6. Maintain accurate records of all trust fund transactions.
7. Advise ADFA in writing, on or before the 5th business day of each calendar month, of the details of all investments held for the credit of each fund and account in its custody under the provisions of the trust indentures as of the end of the preceding month.
8. Select bonds to be redeemed in such manner as prescribed in the trust indenture.
9. Give notice, in the name of ADFA, of redemption of Bonds at the time and in the manner required by the trust indentures.
10. Send copy of all unscheduled Bond Redemptions occurring prior to maturity to the ADFA Financial Manager.
11. Serve as Disclosure Dissemination Agent for ADFA - report all annual financial disclosure and material events to the MSRB/EMMA on behalf of ADFA. ADFA should be notified and copied on all correspondence relating to disclosure to the MSRB/EMMA on ADFA bond issues.
12. Bill and collect the ADFA annual servicing fee.
13. Ability to provide Internet accessibility of trust account information.
14. File continuations of any UCC's related to the financing, on the behalf of ADFA.
15. Prepare and forward, to borrower, UCC terminations.
16. Prepare and forward, to borrower, any mortgage or lien terminations
17. Cancel note evidencing debt.
18. Ensure timely receipt of arbitrage rebate calculations from borrower.
19. Provide required services for Build America Bonds if necessary.

SECTION III: STATEMENT OF QUALIFICATIONS

An updated statement of qualifications should be maintained on file at ADFA for all firms submitting proposals as trustee.

SECTION IV: PROPOSAL FORMAT

A. TRANSMITTAL LETTER. A one page transmittal letter prepared on the proposer's business stationery should accompany the submitted proposal.

B. PROPOSAL. The proposal should be labeled “Proposal to serve as Trustee for the 900 West Capitol Building Project.” The submission must contain sufficient information to enable the ADFA Staff and Board Professional Selection Committees to evaluate the proposal. It should be prepared in a clear and concise manner and should address each of the following subsections:

1. **Experience.** Give a brief summary of your firm’s prior experience as trustee for:
 - a) ADFA Bond issues.
 - b) Other revenue bond issues.
2. **Staffing and Qualifications.** Give a brief summary of the qualifications and experience of the trust officer and staff who will be assigned to this account.
3. **Daily Processing and Reporting.** Please give a brief description of your computer systems and programs utilized in the Trust Division and their capabilities. Comment on your ability to handle daily receipts, daily payments and the timeliness and clarity of transaction reporting. Also discuss what account accessibility via the Internet you offer as well as any experience you have with electronic interfaces between your trust systems and your customer’s accounting software.
4. **Scope of Services.** Elaborate on the services you propose to perform as trustee for the proposed financing. In what way do you expect the scope of services to differ from those listed in Section II?
5. **Financial Strength.** Please comment on your company’s financial condition and any issues that might impact your ability to carry out this assignment.
6. **Trustee Fee & Reimbursable Expenses.** Complete the attached Proposed Trustee Fee Schedule, and, if necessary, use a narrative description to present the basic assumptions on which your firm’s fee proposal is predicated and any factors that would change the proposed fee. List all anticipated expenses to be incurred by your firm for which you expect reimbursement. This includes any wire fees or sweep fees you anticipate to be charged on the account. For each expense item, give an estimated per unit cost and a total cost for the item.
7. **Equal Opportunity Statement.** Please submit your Equal Opportunity Policy to ADFA in accordance with Arkansas Act 2157 of 2005. This act requires any firm wishing to respond to an RFP or submit a proposal or statement of qualifications to provide ADFA with your Equal Opportunity Policy.

8. **Acceptance.** Submission of proposals, in response to this Request for Proposal, constitutes acceptance of all conditions, requirements and limitations described in this document.

ARKANSAS DEVELOPMENT FINANCE AUTHORITY
900 West Capitol Building Project

Proposed Trustee Fee Schedule

Acceptance Fee and Registration Fee. \$ _____

Annual Administration Fee:

() Fixed annual fee \$ _____

() Other basis (Explain) _____

Fee payable on first anniversary debt service payment date:

Additional Fees or Charges (Brief description and estimated \$ amount). **Wire fees and sweep fees should be included here:**

_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____

Presented on behalf of: _____

By: _____

Title: _____

Phone: _____

**TRUSTEES
TO RECEIVE RFP'S**

Contact/Firm	Email Address
Glenda Dean Simmons First Trust Company	Glenda.dean@simmonsfirst.com
Debi DeHan Regions Bank, Trust Division	debi.dehan@regions.com Stanley.russ@regions.com
Sheila Mayden Bank of the Ozarks Trust Division.	smayden@bankozarks.com
Pam Colbert BancorpSouth Bank	Pam.Colbert@bxs.com Marilyn.roberts@bxs.com
Belinda Brown BNY Mellon Trust	Belinda.brown@bnymellon.com Kent.shroeder@bnymellon.com Laura.stabley@bnymellon.com Ty.carlos@bnymellon.com
Greg Hasty Wells Fargo	Greg.hasty@wellsfargo.com Greg.I.stites@wellsfargo.com Sherri.h.owen@wellsfargo.com Cindy.gonzales@wellsfargo.com
Richard Hann Deutsche Bank	Richard.hann@db.com Dennis.gillespie@db.com Gail.wilson@db.com George.kubin@db.com John.robertson@db.com
Carliss Knesel Hancock Bank Trust	Carliss_knesel@hancockbank.com Colin_hedlund@hancockbank.com
Anne Hendrickson Metropolitan National Bank	ahendrickson@metbank.com mnbtrust@metbank.com
Bill Barber Bank of Texas	wbarber@bankoftexas.com