

REQUEST FOR PROPOSALS

RFP#2023-002

Date: Tuesday, March 28, 2023
From: PFM Financial Advisors LLC
To: Prospective Vendors

As Financial Advisor to North Bay Village, Florida (the "Village"), PFM Financial Advisors LLC ("PFM" or "Financial Advisor") is distributing this Request for Proposals RFP#2023-002 ("RFP") on behalf of the Village, for the purpose of obtaining fair and competitive responses in accordance with the terms, conditions and specifications stated herein.

Public Notice

The Village is requesting quotation responses from interested and qualified firms to purchase from the Village its non-bank qualified General Obligation Note, Series 2023 (the "Series 2023 Note" or the "Note"), as evidence of the term loan described herein. Each proposal shall include the interest rate, prepayment provisions, fees, financial reporting requirements, default rate, and other terms/conditions. No later than **1:00 p.m. eastern time on April 14, 2023**, an electronic copy of each proposal must be emailed to Angela Atkinson (Aatkinson@nbvillage.com) with copies to Sergio Masvidal (masvidals@pfm.com) and Pete Varona (varonap@pfm.com) at PFM. Responses received after the time and date noted will not be accepted. This RFP is also available on DemandStar (www.demandstar.com) and a link to the RFP will be posted on the Village's website: <https://northbayvillage-fl.gov/>.

Any inquiries or requests for clarification or additional information shall be emailed to the Village's Financial Advisor: Sergio Masvidal (masvidals@pfm.com) and Pete Varona (varonap@pfm.com). All questions must be submitted in writing.

Any firm who is a recipient of Village funds, or who proposes to perform any work or furnish any goods under this RFP shall not discriminate against any worker, employee or applicant or any member of the public based on age, race, color, sex, religion, national origin, disability or marital status, nor otherwise commit an unfair employment practice.

Scope of Work, Specifications and Response Format

Background

The Village is submitting this RFP to identify the institution that can provide the Village with a fixed rate, non-bank qualified tax-exempt term loan to be evidenced by the Series 2023 Note at the lowest overall borrowing cost, pursuant to certain conditions as determined by the Village in an amount not to exceed \$7,500,000. This transaction will be a private placement and the Village does not anticipate preparing any continuing disclosure documents.

The proposed Series 2023 Note will be used to: (1) provide a portion of the funding for the development of a new Village hall complex, and (2) to pay the cost of issuance. Due to the public nature of this project, the Village is seeking bids for a tax-exempt facility.

The principal of and interest on the Note shall be secured by a pledge of the ad valorem taxing power of the Village on all of the real property and improvements thereto subject to the Village's ad valorem taxing power which are located from time to time within the municipal boundary of the Village, without limitation. The Village has three general obligation bond issues outstanding, two issued in 2010 and one in 2022, that will be paid off in December 2031, June 2028, and June 2032, respectively. The total principal outstanding on those general obligation bonds as of September 30, 2022 is \$7,143,573.00.

Scope of Work

1. The following describes the Village's requirements in issuing the Series 2023 Note:
 - A. **Amount:** Principal Amount not to exceed \$7,500,000. Respondents are not allowed to submit bids that would commit less than the full amount of the Series 2023 Note.
 - B. **Final Maturity:** No later than June 1, 2033 (10-year term) or 2038 (15-year term).
 - C. **Fixed, tax-exempt rate on a non-bank qualified basis.** The rate quoted may not exceed the maximum rate permitted under Florida Statute 215.84 applicable at the time of sale.
 - D. **Preliminary Amortization Schedule (Subject to change):**

Series 2023 Amortization (10 Years)			
<i>Average Life: 5.8 Years</i>			
Payment Date	Principal	Payment Date	Principal
6/1/2024	550,000	6/1/2029	765,000
6/1/2025	645,000	6/1/2030	800,000
6/1/2026	670,000	6/1/2031	840,000
6/1/2027	705,000	6/1/2032	875,000
6/1/2028	735,000	6/1/2033	915,000
		Total	7,500,000

Series 2023 Amortization (15 Years)			
<i>Average Life: 8.8 Years</i>			
Payment Date	Principal	Payment Date	Principal
6/1/2024	325,000	6/1/2032	515,000
6/1/2025	380,000	6/1/2033	540,000
6/1/2026	395,000	6/1/2034	565,000
6/1/2027	415,000	6/1/2035	590,000
6/1/2028	430,000	6/1/2036	615,000
6/1/2029	450,000	6/1/2037	645,000
6/1/2030	470,000	6/1/2038	670,000
6/1/2031	495,000	Total	7,500,000

- E. **Repayment Provisions:** Interest payments on the outstanding principal balance of the term loan will be calculated on a 30/360-day basis and will be paid semiannually on June 1 and December 1 of each year, beginning December 1, 2023. The principal amount of the Series 2023 Note will be payable annually on June 1 of each year, beginning June 1, 2024, through the final maturity.
- F. **Prepayment Options:** Please specify any prepayment parameters. Please note that the Village would prefer a proposal that does not entail a prepayment penalty.

- G. The Village reserves the right to reject proposals with onerous terms and conditions. The Village will not accept any offer with most favored nations language, capital adequacy, or other interest rate adjustment language with respect to changes to tax law. This includes proposals that contain any interest rate adjustment language related to a change in the maximum corporate tax rate. The only interest rate adjustment provision the Village will consider is one imposed by final judgment of the IRS and due from the holder which results solely from the Village's actions or inactions.
- H. At the closing of the Series 2023 Note, the offeror will be required to make certain certifications, including but not limited to certifications that it:
- (1) Is not acting as a broker or other intermediary, and is purchasing the Series 2023 Note as an investment for its own account and not with a present view to resale or other distribution to the public;
 - (2) Understands that the Series 2023 Note may not be transferred in a denomination less than \$100,000 under any circumstances;
 - (3) Is a bank, trust company, savings institution, insurance company, dealer, investment company, pension or profit-sharing trust, or qualified institutional buyer as contemplated by Section 517.061(7), Florida Statutes;
 - (4) Is not purchasing the Series 2023 Note for the direct or indirect promotion of any scheme or enterprise with the intent of violating or evading any provision of Chapter 517, Florida Statutes; and
 - (5) Is an "accredited investor" within the meaning of the Securities Act of 1933, as amended, and Regulation D thereunder.

Award Criteria

RFP award criteria are as follows:

- Award shall be based upon the responses to all questions detailed in the RFP.
 - Further consideration may include but not be limited to, references, completeness of bid response and past performances on other Village bids/projects.
 - Mathematical miscalculations may be corrected by the Village to reflect the proper response.
 - The Village reserves the right to clarify a vendor's proposal prior to the award of the solicitation.
 - It is the intent of the Village to award to the lowest, qualified and responsive vendor(s) in accordance with the following methodology:
1. Provide the quoted interest rate at the time of response to this RFP (specify the date the rate was calculated). The Village desires a rate that is locked through the anticipated Closing Date (June 20, 2023). If the respondent is not able hold the interest rate through the Closing Date, please specify the formula used to calculate the interest rate.
 2. Fees and Expenses: Provide a single TOTAL cost for all fees and expenses and describe in detail all fees and expenses which the Village will be responsible to pay. The amounts stated in the proposal shall represent the maximum amounts payable to the proposer by the Village. All fees and expenses in excess of those stated in the proposal shall be the sole responsibility of the proposer and will not be paid or reimbursed by the Village. The Village's Note Counsel, Weiss Serota Helfman Cole & Bierman, P.L., will deliver opinions required for the Series 2023 Note.

The notification of award of the RFP does not obligate the Village to close on the Series 2023 Note.

Projected Timetable

Event	Date
Issue Solicitation Notice	March 28, 2023
Last Date for Receipt of Written Questions	April 7, 2023, 1:00 PM ET
Solicitation Deadline Date and Time	April 14, 2023, 1:00 PM ET
Anticipated Evaluation of Submittals and Recommendation	April 18, 2023
Anticipated Commission Approval	June 13, 2023
Anticipated Closing Date (Subject to Change)	June 20, 2023

Instructions:

1. Your proposals may not be accepted unless all requested information is furnished.
2. The Village reserves the right to reject any and all proposals.
3. The Vendor / Contractor agrees to comply with the Florida Public Records Law Chapter 119 (including specifically those contractual requirements at F.S. § 119.0701(2) (a)-(d) and (3), ordinances, codes, rules, regulations and requirements of any governmental agencies.
4. The successful offeror will also represent that it has a present intent to hold the Note subject to this transaction to maturity, earlier redemption, mandatory tender, or for its loan portfolio, and has no present intention of reselling or otherwise disposing of all or a part of such Note. The successful Bidder acknowledges that PFM Financial Advisors LLC (“Municipal Advisor”) is relying on the foregoing representation and based on this representation this transaction meets the requirements for being a qualifying exception for purposes of MSRB Rule G-34, and the Municipal Advisor is excepted and released from the requirement to request a CUSIP assignment on behalf of Collier Village pursuant to MSRB Rule G-34 for the Note.