

REQUEST FOR PROPOSALS

RFP# 2021-002

Date: Wednesday, February 17, 2021

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# 2021-002) ("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 Capital Asset Acquisition Taxable Note, Series 2021 (the "Series 2021 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 March 10, 2021**, an electronic copy of each proposal must be emailed to Angela Atkinson (Aatkinson@nbvillage.com) with copies to Sandra Siefken (SSiefken@nbvillage.com), 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 taxable term loan to be evidenced by the Series 2021 Note at the lowest overall borrowing cost, pursuant to certain conditions as determined by the Village in an amount not to exceed \$2,400,000. This transaction will be a private placement and the Village does not anticipate preparing any continuing disclosure documents.

The proposed Series 2021 Note will be used to: (1) amortize the July 1, 2021 bullet maturity from the Village's Capital Asset Acquisition Taxable Note, Series 2018, and (2) to pay the cost of issuance. Due to the nature of the original project, the Village is seeking bids for a taxable facility.

The principal of and interest on the Series 2021 Note will be secured by a covenant of the Village to budget and appropriate sufficient Non-Ad Valorem Revenues. The Series 2021 Note shall not be or constitute a general obligation or indebtedness of the Village. The covenant to budget and appropriate Non-Ad Valorem Revenues for the Series 2021 Note will be the same as the covenant contained in the bond resolution and loan agreement for the Village's parity debt, the Series 2018 Note. See Section 2.05 of the Series 2018 loan agreement for more information on the covenant to budget and appropriate.

Scope of Work

1. The following describes the Village's requirements in issuing the Series 2021 Note:
 - A. **Amount:** Principal Amount not to exceed \$2,400,000. Respondents are not allowed to submit bids that would commit less than the full amount of the Series 2021 Note.
 - B. **Final Maturity:** No later than July 1, 2031 (10-year option) or July 1, 2036 (15-year option).
 - C. **Fixed, taxable 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. Please provide for the following terms: a rate for a 10-year term with a final maturity of 7/1/31, and a rate for a 15-year term with a final maturity of 7/1/36. Proposers may propose for either or both terms.
 - D. **Preliminary Amortization Schedule (Subject to change):**

Series 2021 Amortization (10 Years)			
<i>Average Life: 5.8 Years</i>			
Payment Date	Principal	Payment Date	Principal
7/1/2022	215,000	7/1/2027	235,000
7/1/2023	220,000	7/1/2028	240,000
7/1/2024	225,000	7/1/2029	245,000
7/1/2025	230,000	7/1/2030	250,000
7/1/2026	235,000	7/1/2031	255,000
Total			2,350,000

Series 2021 Amortization (15 Years)			
<i>Average Life: 8.6 Years</i>			
Payment Date	Principal	Payment Date	Principal
7/1/2022	130,000	7/1/2030	160,000
7/1/2023	135,000	7/1/2031	165,000
7/1/2024	140,000	7/1/2032	170,000
7/1/2025	140,000	7/1/2033	170,000
7/1/2026	145,000	7/1/2034	175,000
7/1/2027	150,000	7/1/2035	180,000
7/1/2028	150,000	7/1/2036	185,000
7/1/2029	155,000	Total	2,350,000

- 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 January 1 and July 1 of each year, beginning July 1, 2021. The principal amount of the Series 2021 Note will be payable annually on July 1 of each year, beginning July 1, 2022, 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. **Anti-Dilution Requirements:** During such time as the Series 2021 Note is outstanding, the Village has agreed and covenanted that Non-Ad Valorem Revenues shall cover Debt by at least 2.0x. Please see Section 2.08 of the Series 2018 loan agreement for more information on the anti-dilution test.
- H. 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.
- I. At the closing of the Series 2021 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 2021 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 2021 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 2021 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 (May 18, 2021). 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 2021 Note.

The notification of award of the RFP does not obligate the Village to close on the Series 2021 Note.

Projected Timetable

Event	Date
Issue Solicitation Notice	February 17, 2021
Last Date for Receipt of Written Questions	March 2, 2021, 1:00 PM ET
Solicitation Deadline Date and Time	March 10, 2021, 1:00 PM ET
Anticipated Evaluation of Submittals and Recommendation	March 15, 2021
Anticipated Commission Approval	May 11, 2021
Anticipated Closing Date (Subject to Change)	May 18, 2021

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.