

SPRING BRANCH INDEPENDENT SCHOOL DISTRICT

Scott R. Muri, Ed.D., Superintendent of Schools

PURCHASING DEPARTMENT

1031 Witte Road, Building T-1A, Houston, Texas 77055-6016

Phone 713.251.1100 Fax 713.251.1115

Date: 2/12/2018

NOTICE TO QUALIFIERS

The SPRING BRANCH INDEPENDENT SCHOOL DISTRICT, hereinafter referred to as SBISD, is accepting Request for Qualifications as specified in this document. Sealed responses will be received at the office of the Director of Purchasing, SBISD, 1031 Witte Road, Building T-1A, Houston, Texas 77055-6016 until:

March 2, 2018 @ 3:00 PM

For

**REQUEST FOR QUALIFICATIONS
FOR UNDERWRITING SERVICES #12363**

Qualification (vendor name only) will be publicly opened and read immediately following the deadline for receiving the Qualification at 1031 Witte Road, Building T-1A, Houston, Texas 77055-6016. Any questions pertaining to the qualification procedure should be addressed to the Bid Specialist at 713/251-1107. Any questions pertaining to the qualification's specifications should be addressed to Terrell Palmer at 713/654.8664.

QUALIFICATION ENVELOPES SHALL BE PLAINLY MARKED

SEALED RESPONSES FOR:

QUALIFICATION NO. 12363

REQUEST FOR QUALIFICATION FOR UNDERWRITING SERVICES

DO NOT OPEN UNTIL: March 2, 2018 @ 3:00 PM

Any sealed responses received later than the specified time, whether delivered in person or mailed, shall be disqualified. Late responses will not be accepted in any form or fashion.

The evaluation criteria specified herein will be used to determine which of the responses provide the best quality for SBISD. SBISD reserves the right to request post-qualification modifications. SBISD reserves the right to accept or reject any or all qualification(s), to waive all technicalities (informalities), and to accept the qualification(s) that is determined to be the most favorable to SBISD

Qualification must be effective for ninety (90) days following the deadline for the receipt of Qualification.

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Request for Qualifications for Underwriting Services #12363 Spring Branch Independent School District

February 12, 2018

I. PURPOSE

Spring Branch Independent School District (the “District”) is soliciting qualifications for the purpose of retaining underwriters to provide underwriting services for its issuance of various series of bonds (the “Bonds”). In selecting the underwriting team, and in particular, the senior manager, emphasis will be placed upon the firm’s experience on similar financings, Texas retail distribution capabilities, capital position, Texas underwriting history and proven distribution capacity at a reasonable cost.

II. INSTRUCTIONS

A. RFQ SUBMISSION

Please submit two bound copies of the response and one electronic pdf copy by email to the Director of Purchasing, at the District address below.

**Spring Branch Independent School District
1031 Witte, Bldg. T-1A
Houston, TX 77055
Attn: Director of Purchasing
Barbara.robillard@springbranchisd.com**

Additionally, please submit one bound copy of the response and one electronic pdf copy by email to the District’s financial advisor, Hilltop Securities Inc., at the address below (please note that the official submission location is the District location noted above and any responses not received there by the submission deadline will be disqualified).

**Hilltop Securities Inc.
700 Milam, Suite 500
Houston, TX 77002
Attn: Terrell Palmer
Terrell.palmer@hilltopsecurities.com**

B. RESPONSE GUIDELINES

1. Format and Deadline

The District desires to minimize the submission of unnecessary proposal materials. Proposals should include a narrative section with direct responses to the questions or requests for information, and should be organized so that the specific question to which a response is being prepared is readily identifiable. Each response should include the entire question first, then the response. Proposals must also contain a section of completed forms (see attached).

All proposals must be marked “Proposal for Underwriting Services – Spring Branch Independent School District” and be delivered to the District both physically and electronically no later than 3:00 p.m. CST, on Friday, March 2, 2018.

2. Cost Incurred In Responding

All costs incurred directly or indirectly in responding to this request for qualifications (“RFQ”) shall be the sole responsibility of and shall be borne by the respondent.

3. Inquiries Regarding RFQ

Questions and comments regarding this RFQ are to be directed to Mr. Terrell Palmer at Hilltop Securities Inc. at 713.654.8664 or Terrell.palmer@hilltopsecurities.com. Email copy to: Barbara.robillard@springbranchisd.com. *Any attempt by a respondent to contact Board Members or District staff regarding this RFQ may result in rejection of such firm’s response.*

4. No Joint Proposals

Proposals must be submitted individually. Joint proposals will not be considered.

5. Release of Information

Information submitted in response to this RFQ will not be released by the District during the proposal evaluation process or prior to award.

III. SELECTION

The District reserves the right to reject any and all responses and/or to solicit additional responses. The District reserves the right to make decisions regarding the scope of services, the term of the agreement and related matters after receipt of responses to this RFQ, and the District’s decision on these matters is final.

The District reserves the right to revise any or all elements which comprise the response of an underwriter to ensure that the best possible consideration be afforded.

The District reserves the right to select an underwriter or underwriters for a specific purpose or for any combination of specific purposes and to defer the selection of any underwriter to a time of the District’s choosing.

IV. NARRATIVE QUESTIONS

- A. Provide the name, address, telephone number, fax number, e-mail address and title of the individual(s) submitting the proposal on behalf of the responding firm and to whom questions or requests for additional data should be directed.

Name: _____

Title: _____

Email Address: _____

Address: _____

City/State/Zip code: _____

Telephone: _____

- B. Provide a brief history of your firm.
- C. Provide brief resumes for the individuals who will be assigned to the District's financing transactions including their primary locations and any relevant experience for each individual. Please include only those banking and underwriting professionals who will work on the District's account.
- D. Describe your firm's retail and institutional marketing network for municipal bonds, with emphasis on your ability to market the District's bonds including pre-sale activities and inclusion of co-managers. Please provide details of your firm's national distribution capabilities as well as your Texas distribution capabilities. Please include the number of municipal bond underwriters, institutional sales force and retail sales force. Please provide a list of, and number of employees for, each of your Texas offices.
- E. Provide your firm's total firm capital, total equity capital, net capital, and excess net capital as of December 31, 2015, December 31, 2016, and December 31, 2017.
- F. Provide a list during the last 3 years of Texas underwritings where your firm has committed its capital to support unsold balances during the same period as mentioned above.
- G. Provide any prior experience that your firm/bankers have had with underwriting the District's bonds and/or submitting financing ideas and marketing information to the District through printed materials or in-person meetings.
- H. Provide at least three (3) unlimited tax bond transaction case studies that demonstrate your firm's willingness to underwrite bonds for Texas municipal issuers during volatile market conditions since January 1, 2015. Also, describe the internal approval process required (if any) for your firm to commit its capital to underwrite bonds.

- I. Summarize your firm’s experience as Senior Manager or Co-Senior Manager on negotiated Texas school district bonds issued since January 1, 2014, in the following format:

	Number of Transactions			Par Amount		
	2015	2016	2017	2015	2016	2017
Sr. Manager – Texas K-12				\$	\$	\$
Co-Manager – Texas K-12						
Sr. Manager – Texas other than K-12						

- J. List at least three references for Texas school districts that the District would be allowed to contact relating to a recent financing transaction listed above. Please provide name, title, and affiliation, address and telephone number.
- K. Describe three recent situations relevant to the financing of K-12 underwriting transactions where your firm has applied successfully its skills and services. Examples should demonstrate the following: (i) creative ability, (ii) knowledge and understanding of Texas K-12 financings, (iii) knowledge of municipal market conditions and trends, and (iv) analytical capabilities.
- L. Describe any investigation, review or litigation regarding a violation or alleged violation by your firm by the Securities and Exchange Commission, the MSRB, FINRA or any other regulatory body or court, or pertinent litigation regarding the conduct of your firm, its management, or its public finance/municipal bond department(s) which is currently pending or which has been commenced for the last two full calendar years.
- M. Describe any other factors pertaining to your firm’s ability to serve as an underwriter that may be relevant to this solicitation.

FORMS

CERTIFICATE OF INTERESTED PARTIES

FORM 1295

Complete Nos. 1 - 4 and 6 if there are interested parties.
 Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.

OFFICE USE ONLY

1 Name of business entity filing form, and the city, state and country of the business entity's place of business.

VENDOR'S NAME

2 Name of governmental entity or state agency that is a party to the contract for which the form is being filed.

SPRING BRANCH INDEPENDENT SCHOOL DISTRICT

3 Provide the identification number used by the governmental entity or state agency to track or identify the contract, and provide a description of the services, goods, or other property to be provided under the contract.

SPRING BRANCH CONTRACT NUMBER AND TITLE

4 Name of Interested Party	City, State, Country (place of business)	Nature of Interest (check applicable)	
		Controlling	Intermediary
	<u>THIS IS A SAMPLE</u>		
<i>Vendor's must complete this form electronically on the Texas Ethics Commission's website located at: https://www.ethics.state.tx.us/whatsnew/elf_info_form1295.htm</i>			

5 Check only if there is NO Interested Party.

6 UNSWORN DECLARATION

My name is _____, and my date of birth is _____.

My address is _____ (street), _____ (city), _____ (state), _____ (zip code), _____ (country).

I declare under penalty of perjury that the foregoing is true and correct.

Executed in _____ County, State of _____, on the _____ day of _____, 20____.
 (month) (year)

 Signature of authorized agent of contracting business entity
 (Declarant)

ADD ADDITIONAL PAGES AS NECESSARY

10.0 REFERENCES

(School Districts preferred, SBISD will consider two (2) Large Organizational references)

1. School System _____
Contact Name _____
Address _____
Telephone number _____
Fax number _____

2. School System _____
Contact Name _____
Address _____
Telephone number _____
Fax number _____

3. School System _____
Contact Name _____
Address _____
Telephone number _____
Fax number _____

4. School System _____
Contact Name _____
Address _____
Telephone number _____
Fax number _____

5. School System _____
Contact Name _____
Address _____
Telephone number _____
Fax number _____

11.0 FELONY CONVICTION NOTICE

State of Texas Legislative Senate Bill No. 1, Section 44.034, Notification of Criminal History, *Subsection (a)*, states, "a person or business entity that enter into a contract with a school district must give advance notice to the District if the person or owner or operator of the business entity has been convicted of a felony." The notice must include a general description of the conduct resulting in the conviction of a felony.

Subsection (b) states "a school district may terminate a contract with a person or business entity if the district determines that the person or business entity failed to give notice as required by Subsection (a) or misrepresented the conduct resulting in the conviction. The district must compensate the person or business entity for services performed before the termination of the contract".

THIS NOTICE IS NOT REQUIRED OF A PUBLICLY-HELD CORPORATION.

I, the undersigned agent for the firm named below, certify that the information concerning notification of felony convictions has been reviewed by me and the following information furnished is true to the best of my knowledge.

Firm's Name: _____

Authorized Company Official's Name _____
(Please print clearly or type)

A. My firm is a publicly-held corporation; therefore, this reporting requirement is not applicable:

Signature of Company Official: _____ **Date:** _____

B. My firm is not owned or operated by anyone who has been convicted of a felony.

Signature of Company Official: _____ **Date:** _____

C. My firm is owned or operated by the following individual(s) who has/have been convicted of a felony:

Name of Felon(s): _____

Detail of Conviction(s): _____

Signature of Company Official: _____ **Date:** _____

NOTE:

Name and signature of company official should be the same as on the affidavit (Bid/Proposal Response Form).

Vendor is responsible for the performance of the persons, employees and/or sub-contractors assigned to provide services for SBISD pursuant to this Bid/Proposal on any and all SBISD campuses or facilities. Vendor will not assign individuals to provide services at SBISD campus or facility who have a history of violent, unacceptable, or grossly negligent behavior or who have a felony conviction.

12.0 CERTIFICATE OF RESIDENCY

The State of Texas has passed a law concerning non-resident contractors. This law can be found in Texas Government Code under Chapter 2252, Subchapter A. <http://www.capitol.state.tx.us/statutes/gv.toc.htm>. This law makes it necessary for the SBISD to determine the residency of its bidders. In part, this law reads as follows:

“Section: 2252.001

- (3) ‘Non-resident bidder’ refers to a person who is not a resident.

- (4) ‘Resident bidder’ refers to a person whose principal place of business is in this state, including a contractor whose ultimate parent company or majority owner has its principal place of business in this state.

Section: 2252.002

A governmental entity may not award a governmental contract to a nonresident bidder unless the nonresident underbids the lowest proposal submitted by a responsible resident bidder by an amount that is not less than the amount by which a resident bidder would be required to underbid the nonresident bidder to obtain a comparable contract in the state in which the nonresident’s principal place of business is located.”

I certify that _____
(Name of Company Bidding)

is, under Section: 2252.001 (3) and (4), a

_____ Resident Bidder _____ Non-resident Bidder

My or Our principal place of business under Section: 2252.001 (3) and (4), is in the city of _____
in the state of _____.

Signature of Authorized Company Representative

Print Name

_____ Title _____ Date

13.0 CONFLICT OF INTEREST QUESTIONNAIRE

CONFLICT OF INTEREST QUESTIONNAIRE For vendor doing business with local governmental entity		FORM CIQ
<p>This questionnaire reflects changes made to the law by H.B. 23, 84th Leg., Regular Session.</p> <p>This questionnaire is being filed in accordance with Chapter 176, Local Government Code, by a vendor who has a business relationship as defined by Section 176.001(1-a) with a local governmental entity and the vendor meets requirements under Section 176.006(a).</p> <p>By law this questionnaire must be filed with the records administrator of the local governmental entity not later than the 7th business day after the date the vendor becomes aware of facts that require the statement to be filed. See Section 176.006(a-1), Local Government Code.</p> <p>A vendor commits an offense if the vendor knowingly violates Section 176.006, Local Government Code. An offense under this section is a misdemeanor.</p>	OFFICE USE ONLY	
<p>1 Name of vendor who has a business relationship with local governmental entity.</p>	Date Received	
<p>2 <input type="checkbox"/> Check this box if you are filing an update to a previously filed questionnaire. (The law requires that you file an updated completed questionnaire with the appropriate filing authority not later than the 7th business day after the date on which you became aware that the originally filed questionnaire was incomplete or inaccurate.)</p>		
<p>3 Name of local government officer about whom the information is being disclosed.</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">Name of Officer</p>		
<p>4 Describe each employment or other business relationship with the local government officer, or a family member of the officer, as described by Section 176.003(a)(2)(A). Also describe any family relationship with the local government officer. Complete subparts A and B for each employment or business relationship described. Attach additional pages to this Form CIQ as necessary.</p> <p style="margin-left: 40px;">A. Is the local government officer or a family member of the officer receiving or likely to receive taxable income, other than investment income, from the vendor?</p> <p style="margin-left: 80px;"> <input type="checkbox"/> Yes <input type="checkbox"/> No </p> <p style="margin-left: 40px;">B. Is the vendor receiving or likely to receive taxable income, other than investment income, from or at the direction of the local government officer or a family member of the officer AND the taxable income is not received from the local governmental entity?</p> <p style="margin-left: 80px;"> <input type="checkbox"/> Yes <input type="checkbox"/> No </p>		
<p>5 Describe each employment or business relationship that the vendor named in Section 1 maintains with a corporation or other business entity with respect to which the local government officer serves as an officer or director, or holds an ownership interest of one percent or more.</p>		
<p>6 <input type="checkbox"/> Check this box if the vendor has given the local government officer or a family member of the officer one or more gifts as described in Section 176.003(a)(2)(B), excluding gifts described in Section 176.003(a-1).</p>		
<p>7</p> <p style="text-align: center;"> _____ Signature of vendor doing business with the governmental entity </p> <p style="text-align: right; margin-right: 100px;"> _____ Date </p>		

Form provided by Texas Ethics Commission www.ethics.state.tx.us Revised 11/30/2015

NOTE: FORM MUST BE COMPLETE WITH COMPANY NAME, SIGNATURE AND DATE EVEN IF COMPANY HAS NO CONFLICT OF

14.0 DEBARMENT OR SUSPENSION CERTIFICATION FORM

FEDERAL FUNDS

As the awarded vendor on this contract, you are required to provide debarment/suspension certification indicating that you are in compliance with the below Federal Executive Order. Certification by completing and signing this form.

Debarment:

Federal Executive Order (E.O.) 12549 “Debarment and Suspension” requires that all contractors receiving individual awards, using federal funds, and all sub-recipients certify that the organization and its principals are not debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded by any Federal department or agency from doing business with the Federal Government.

Your signature certifies that neither you nor your principal is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any federal department or agency.

Firm’s Name: _____

Address: _____

City/State/Zip: _____

Telephone: _____

Authorized Company Official's Name: _____

(Type or printed)

Title of Authorized Representative: _____

(Type or printed)

Signature of Authorized Company Official: _____

Date Signed: _____

14.0 DEBARMENT OR SUSPENSION CERTIFICATION FORM

NON - FEDERAL FUNDS

As the awarded vendor on this contract, you are required to provide debarment/suspension certification indicating that you are in compliance with the below SBISD – Non Federal Funds Certification by completing and signing this form.

Non-Federal entities are prohibited from contracting with or making sub-awards under covered transaction to parties that are suspended or debarred or whose principals are suspended or debarred. Covered transactions include procurement of goods or services, Vendors receiving awards of contracts all sub-recipients must certify that the organizations and its principals are not suspended or debarred.

Your signature certifies that neither you nor your principal is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any federal department or agency.

Firm's Name: _____

Address: _____

City/State/Zip: _____

Telephone #: _____

Authorized Company Official's Name: _____

(Type or printed)

Title of Authorized Representative: _____

(Type or printed)

Signature of Authorized Company Official: _____

Date Signed: _____

15.0 NON-COLLUSION STATEMENT

"The undersigned affirms that he/she is duly authorized to execute this Bid/Proposal, that this company, corporation, firm, partnership or individual has not prepared this Bid/Proposal in collusion with any other Bidder/Proposer, and that the contents of this Bid/Proposal as to prices, terms or conditions of said Bid/Proposal have not been communicated by the undersigned nor by any employee or agent to any other person engaged in this type of business prior to the official opening of this Bid/Proposal"

Firm Name: _____

Address: _____

City/State/Zip: _____

Telephone # : _____ Fax # : _____

Bidder Signature: _____

Printer Name: _____

Position/Title: _____ Date Signed: _____

Signature of Company Official Authorizing Bid/Proposal: _____

Name of Company Official: *(Please type/print)* _____

Official Position: _____ Date Signed: _____

16.0 DEVIATION/COMPLIANCE SIGNATURE FORM

Firm's Name: _____

Address: _____

City/State/Zip: _____

Telephone #: _____ Fax #: _____

Email: _____

If Yes, please list below. Attach additional sheet(s) if warranted.

18.0 HISTORICALLY UNDERUTILIZED BUSINESS QUESTIONNAIRE

A Historically Underutilized Business (HUB)

- is a for-profit entity that has not exceeded the size standards prescribed by 34 TAC §20.23, and has its principal place of business in Texas, and
- is at least 51% owned by an Asian Pacific American, Black American, Hispanic American, Native American, American woman and/or Service Disabled Veteran, who reside in Texas and actively participate in the control, operations and management of the entity's affairs.

1. Are you a certified HUB?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Office Location (City & County)		
Length of time at above location		

2. Are you proposing to utilize any Certified HUB sub-consultants for this project?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
HUB sub-consultant name		
HUB sub-consultant office location (City & County)		
HUB sub-consultant length of time at above location	HUB sub-consultant fee (% of total fee)	%
HUB sub-consultant role		
HUB sub-consultant name		
HUB sub-consultant office location (City & County)		
HUB sub-consultant length of time at above location	HUB sub-consultant fee (% of total fee)	%
HUB sub-consultant role		
HUB sub-consultant name		
HUB sub-consultant office location (City & County)		
HUB sub-consultant length of time at above location	HUB sub-consultant fee (% of total fee)	%
HUB sub-consultant role		

19.0 SIGNATURE PAGE

The undersigned, in submitting this Bid/Proposal and endorsement of same, represents that he/she is authorized to obligate his/her firm, that he/she is an equal opportunity employer and will not discriminate with regard to race, religion, color, national origin, age, sex or disability unrelated to job performance of this Bid/Proposal.

I hereby acknowledge receipt of the following addenda which have been issued and incorporated into the Bid/Proposal Document. (Please initial in ink beside each addenda received.)

Addendum No. 1 _____ Addendum No. 3 _____

Addendum No. 2 _____ Addendum No. 4 _____

Having carefully examined the Proposal Notice, Terms, Conditions, Specifications and Proposal Form, the undersigned hereby proposes and agrees to furnish goods and/or services in strict compliance with the specifications and conditions at the prices quoted unless noted in writing.

The undersigned agrees to deliver all goods and/or services within _____ calendar days after receipt of order.

SUBMITTED BY:

Firm: _____
(OFFICIAL Firm Name)

**MUST BE SIGNED IN INK TO
BE CONSIDERED RESPONSIVE**

By: _____
(Original Signature)

Name: _____
(Typed or Printed Name)

Title: _____
(Typed or Printed Name) _____
(Date)

Address: _____

City/State/Zip _____

Telephone #: _____ Fax #: _____

Email: _____

**NOTE: Submit copy of Bidder's/
Proposer's current W-9 Form**

Taxpayer Identification #: _____

Prompt Payment Discount: _____ % _____ Days