

REQUEST FOR PROPOSALS

DEBT COUNSEL

THE SCHOOL BOARD OF MIAMI-DADE COUNTY, FLORIDA

PROPOSAL RETURN DATE

September 27, 2005

RFP NO. 003-FF10

THE SCHOOL BOARD OF MIAMI-DADE COUNTY, FLORIDA
PROCUREMENT MANAGEMENT SERVICES
1450 N.E. 2ND AVENUE, MIAMI, FLORIDA 33132
REQUEST FOR PROPOSALS NO. 003-FF10

DEBT COUNSEL

Sealed proposals will be accepted in Procurement Management, at the above location, until **2:00 P.M.** September 27 2005, and may not be withdrawn for ninety (90) days from that date.

ANTI-COLLUSION STATEMENT

THE UNDERSIGNED PROPOSER HAS NOT DIVULGED TO, DISCUSSED, OR COMPARED HIS PROPOSAL WITH OTHER PROPOSERS AND HAS NOT COLLUDED WITH ANY OTHER PROPOSER OR PARTIES TO THE PROPOSAL WHATSOEVER. PROPOSER ACKNOWLEDGES THAT ALL INFORMATION CONTAINED HEREIN IS PART OF THE PUBLIC DOMAIN AS DEFINED BY THE STATE OF FLORIDA SUNSHINE LAW.

CERTIFICATION AND IDENTIFICATION FOR PROPOSERS SUBMITTING PROPOSALS.

I certify that this proposal is made without prior understanding, agreement or connection with any corporation, firm or person submitting a proposal for the same service, and is in all respects fair and without collusion or fraud. I agree to abide by all conditions of these proposal specifications and I certify that I am authorized to sign this proposal.

(Please Type or Print Below)

LEGAL NAME OF AGENCY OR
CONTRACTOR SUBMITTING PROPOSAL: _____

MAILING ADDRESS: _____

CITY STATE, ZIP CODE: _____

TELEPHONE NUMBER: _____

BY: SIGNATURE _____

BY: TYPED _____

TITLE: _____

INSTRUCTIONS TO AGENCY/PROPOSER SUBMITTING PROPOSAL

I. REPARING OF PROPOSALS

- A. THE PROPOSAL IS TO BE SUBMITTED, using 8-1/2" x 11" paper.
- B. IDENTIFICATION. Failure to indicate the contractor's EXACT legal name and an unsigned proposal may be considered non-responsive.

II. SUBMITTING OF PROPOSALS

- A. Number of Proposals:

A total of eleven (11) copies of the Proposal must be submitted as follows:

- * The original proposal in a sealed envelope or box marked "Original."
- ** (10) copies of the proposal in a separate sealed envelope or box marked "Copies."

The proposal number, proposal title and opening date must be clearly marked on all envelopes and boxes.

- B. Place, Date and Hour. Proposals shall be submitted to The School Board of Miami-Dade County, Florida, Procurement Management Services, Room 352, 1450 N.E. 2nd Avenue, Miami, Florida, not later than 2:00 P.M. September 27, 2005.

III. CHANGE OR WITHDRAWAL OF PROPOSAL

- A. PRIOR TO PROPOSAL OPENING. Should the agency or individual contractor withdraw its proposal, they shall do so in writing. This communication is to be received by the Assistant Superintendent, Procurement Management Services, 1450 N.E. 2nd Avenue, prior to September 27, 2005. The agency or individual contractor's name and the proposal number should appear on the envelope.
- B. AFTER PROPOSAL OPENING. After September 27, 2005, proposals may not be changed; and they may not be withdrawn for ninety (90) days from that date.

IV. PROTEST TO CONTRACT SOLICITATION OR AWARD

- A. The Board shall provide notice of a decision or intended decision concerning a solicitation, contract award, or exceptional purchase by electronic posting. This notice shall contain the following statement:

“Failure to file a protest within the time prescribed in Section 120.57(3), Florida Statutes, shall constitute a waiver of proceedings under Chapter 120, Florida Statutes.”

- B. Any person who is adversely affected by the agency decision or intended decision, shall file with the agency a notice of protest in writing within 72 hours after the posting of the notice of decision or intended decision. With respect to a protest of the terms, conditions, and specifications contained in a solicitation, including any provisions governing the methods of ranking proposals or replies, awarding contracts, reserving rights of further negotiation or modifying or amending any contract, the notice of protest shall be filed in writing within 72 hours after the posting of the solicitation. The formal written protest shall be filed within 10 days after the date of the notice of protest is filed. Failure to file a notice of protest or failure to file a formal written protest shall constitute a waiver of proceedings. The formal written protest shall state with particularity the facts and law upon which the protest is based. Saturdays, Sundays, and state holidays shall be excluded in the computation of the 72-hour time periods provided by this paragraph.
- C. The notice of protest will be reviewed by Procurement Management Services staff, which will offer the protesting proposer the opportunity to meet and discuss the merits of the protest. If the protest is not resolved, the proposer may seek an administrative hearing pursuant to 120.57 Florida Statutes, by filing a formal written protest within 10 days after filing the notice of protest. Petitions for hearings on protests pursuant to 120.57 Florida Statutes must be filed in accordance with School Board Rule 6Gx13-8C-1064.

V. AWARDS

- A. **RESERVATION FOR REJECTION OR AWARD.** The Board reserves the right to reject any and all proposals, to waive irregularities or technicalities, and to request re-bids.
- B. **NOTIFICATION OF INTENDED ACTION.** Notices will be posted on the District’s website 7-10 days prior to a regularly scheduled Board meeting.
- C. **OFFICIAL AWARD DATE.** Awards become official upon Board action.
- D. **CHARTER SCHOOLS:** Items awarded under this contract shall be made available to charter schools authorized by the School Board.

VI. DEFAULT

In the event of default, which may include, but is not limited to non-performance and/or poor performance, the awardee shall lose eligibility to transact new business with the Board for a period of 14 months from date of termination of award by the Board. Proposers that are determined ineligible may request a hearing pursuant to §120.569, Fla. Stat., and School Board Rule 6Gx13-8C-1.064.

VII. PUBLIC ENTITY CRIMES

Section 287.133(2)(a) Florida Statute. A person or affiliate who has been placed on the convicted vendor list following a conviction for a public entity crime may not submit a bid on a contract to provide any goods or services to a public entity, may not submit a bid on a contract with a public entity for the construction or repair of a public building or public work, may not submit bids on leases of real property to a public subcontractor, or consultant under a contract with any public entity, and may not transact business with any public entity in excess of the threshold amount provided in Section 287.017, for CATEGORY TWO for a period of 36 months from the date of being placed on the convicted vendor list.

VIII. COMPLIANCE WITH FEDERAL REGULATIONS

All contracts involving Federal funds will contain certain provisions required by applicable sections of Title 34, Section 80.36(l) and Section 85.510 Code of Federal Regulations and are included by reference herein. The vendor certifies by signing the proposal that the vendor and its principals are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from participation in Federally funded transactions and may, in certain instances, be required to provide a separate written certification to this effect.

During the term of any contract with the Board, in the event of debarment, suspension, proposed debarment, declared ineligible or voluntarily excluded from participation in Federally funded transactions, the vendor shall immediately notify the Assistant Superintendent, Procurement Management Services, in writing.

Vendors will also be required to provide access to records, which are directly pertinent to the contract and retain all required records for three years after the grantee (The Board) or sub-grantee makes final payment.

For all contracts involving Federal funds, in excess of \$10,000, The Board reserves the right to terminate the contract for cause as well as for convenience by issuing a certified notice to the vendor.

IX. CONE OF SILENCE BOARD RULE 6GX13-8C-1.212

DEFINITION:

- A. "Cone of Silence" means a prohibition on any communication regarding a particular Request for Proposals (RFP), bid, or other competitive solicitation between:
1. Any person who seeks an award there from; including a potential vendor or vendor's representative; and
 2. Any School Board member or the member's staff, the Superintendent, Deputy Superintendent and their respective support staff, or any

person appointed by the School Board to evaluate or recommend selection in such procurement process.

The Cone of Silence shall not apply to communication with the School Board Attorney or his or her staff, or with designated school district staff, which are not serving on the particular Procurement Committee, to obtain clarification or information concerning the subject solicitation. For purposes of this section, "vendor's representative" means an employee, partner, director, or officer of a potential vendor, or consultant, lobbyist, or actual or potential subcontractor or sub-consultant of a vendor, or any other individual acting through or on behalf of any person seeking an award.

- B. A Cone of Silence shall be applicable to each RFP, bid, or other competitive solicitation during the solicitation and review of bid proposals. At the time of issuance of the solicitation, the Superintendent or the Superintendent's designee shall provide public notice of the Cone of Silence. The Superintendent shall include in any advertisement and public solicitation for goods and services a statement disclosing the requirements of this section.
- C. The Cone of Silence shall terminate at the time the Superintendent of Schools submits a written recommendation to award or approve a contract, to reject all bids or responses, or otherwise takes action which ends the solicitation and review process.
- D. Nothing contained herein shall prohibit any potential vendor or vendor's representative:
 - 1. From making public representations at duly noticed pre-bid conferences or before duly noticed selection and negotiation committee meetings;
 - 2. From engaging in contract negotiations during any duly noticed public meeting;
 - 3. From making a public presentation to the School Board during any duly noticed public meeting; or
 - 4. From communicating in writing with any school district employee or official for purposes of seeking clarification or additional information, subject to the provisions of the applicable RFP, or bid documents.

The potential vendor or vendor's representative shall file a copy of any written communication with the School Board Clerk who shall make copies available to the public upon request.

- E. Nothing contained herein shall prohibit the Procurement Committee's representative from initiating contact with a potential vendor or vendor's representative and subsequent communication related thereto for the purposes of obtaining further clarifying information regarding a response to

an RFP, or competitive solicitation. Such contact shall be in writing and shall be provided to the members of the applicable Procurement Committee, including any response thereto.

- F. Any violation of this rule shall be investigated by the School Board's Inspector General and may result in any recommendation for award, or any RFP award, or bid award to said potential vendor or vendor's representative being deemed void or voidable. The potential vendor or vendor's representative determined to have violated this rule, shall be subject to debarment. In addition to any other penalty provided by law, violation of this rule by a school district employee shall subject the employee to disciplinary action up to and including dismissal.

Specific Authority: 1001.41(1)(2); 1001.42(22); 1001.43(10) F.S.

Law Implemented, Interpreted or Made Specific: 1001.43(10); 1001.51(14) F.S.

History: THE SCHOOL BOARD OF MIAMI-DADE COUNTY, FLORIDA

New: 6-18-03

Revised 11/03

REQUEST FOR PROPOSALS NO. 003-FF10

DEBT COUNSEL

I. NAME AND ADDRESS OF REQUESTER

Miami-Dade County Public Schools
Office of Treasury Management
1450 N. E. Second Avenue, Room 615
Miami, Florida 33132

II. PURPOSE OF REQUEST FOR PROPOSALS

The School Board of Miami-Dade County, Florida (the "District") is soliciting proposals from qualified individuals and/or firms to engage as Debt Counsel. The successful proposer(s) are expected to provide legal services performed by a Special Tax Counsel, General Obligation (GO) Bond Counsel, and/or Disclosure Counsel.

Debt Counsel is to provide legal advice and all necessary legal services related to the issuance and/or refunding of Certificates of Participation (COP), General Obligation Bonds (GOB), Revenue Anticipation Notes (RAN), Tax Anticipation Notes (TAN), Bond Anticipation Bonds (BAN) and to provide professional services in other related areas including lease-purchases as deemed necessary. The District's long-range capital facilities plan anticipates the future issuance of GOB and COP, as well as utilizing RAN's in the form of a Bank Line of Credit for interim financing needs. Additionally, the School Board will consider the refunding of outstanding debt obligations to realize economic savings or the use of other financing vehicles, including but not limited to, forward contracts, rate locks, variable or auction rate notes, and possible use of derivative products. The District's future planned issuances include Qualified Zone Academy Bonds, and Impact Fee COP, as well as, purchase and financing of a school built with interim financing obtained by an Educational Finance Benefit District.

Miami-Dade County Public Schools is the 4th largest school district in the United States. As of June 30, 2005, the District included 356 schools, approximately 365,784 Pre-Kindergarten through 12 grade students and approximately 48,000 full and part-time employees, of which over 20,000 are full-time teachers. The long-term outstanding debt totals \$1.74 Billion. See Attachment A for a listing of the District's debt issuances since 1988.

Joint proposals, which include minority firms, are strongly encouraged. However, the District reserves the right to select only one of the co-proposers

III. INSTRUCTIONS FOR SUBMISSION OF PROPOSAL

Eleven copies of the proposal, one of which shall be an original, must be received by 2:00 p.m. (Eastern Standard Time) September 27, 2005, at:

The School Board of Miami Dade County, Florida
Bid Clerk, Division of Procurement Management Services
1450 Northeast Second Avenue, Room 352
Miami, Florida 33132

The responsibility for submitting this proposal to the District on or before the stated time and date will be solely and strictly the responsibility of the Proposer. The District will in no way be responsible for delays caused by the United States mail or any other delivery service or caused by any other occurrence. The proposal must be submitted in a sealed envelope or box marked **DEBT COUNSEL**.

Proposers should become familiar with any local conditions, which may, in any manner, affect the services required. The proposer(s) is/are required to carefully examine the terms of this RFP and to become thoroughly familiar with any and all conditions and requirements that may in any manner affect the work to be performed under the contract. No additional allowance will be made due to lack of knowledge of these conditions.

Proposals not conforming to the instructions provided herein will be subject to disqualification at the sole option of the District. Any proposal may be withdrawn prior to the date and time the proposals are due. Any proposal not withdrawn will constitute an irrevocable offer, for a period of 90 days, to provide the District with the services specified in the proposal.

It is anticipated that a proposal may be presented to The School Board of Miami-Dade County, Florida, (School Board) for acceptance on or about October 19, 2005. If accepted, notification to the successful proposer will be on or about October 19, 2005. The Board reserves the right to accept or reject any and all proposals.

IV. MINIMUM QUALIFICATIONS

To be considered by the District, the proposing Debt Counsel must:

- A. Be listed as a Municipal Bond Attorney in The Bond Buyer's Municipal Marketplace Directory, most recent Edition, (The Red Book).
- B. Have served as Special Tax Counsel, GO Bond Counsel, and/or Disclosure Counsel to Florida School Districts on transactions where the amount issued per sale exceed \$50 million for any of the following types of transactions:
 - I. Certificates of Participation (COP)
 - II. General Obligation Bonds (GOB)
 - III. Revenue Anticipation Notes (RAN)
 - IV. Tax Anticipation Notes (TAN)

- C. Proposers for GO Bond Counsel must have provided legal representation to a Florida School District in connection with a successful referendum.

V. SCOPE OF SERVICES

- A. Prepare all legal forms necessary to execute the sale and closing of financings. Review all documents prepared by underwriter's counsel.
- B. Prepare all Board resolutions required to authorize the issuance of debt. This includes representing the District before all governmental agencies and in all court proceedings needed, or desired by the District, to approve and/or validate a proposed financing.
- C. Prepare all closing documents and manage the closing process of financial transactions.
- D. Provide all necessary legal opinions, such as enforceability, validity and opinions as to the tax-exempt status of any financings
- E. Provide legal advice and assistance in complying with IRS arbitrage rules and prepare any IRS documents as required for debt issuance.
- F. Ensure the legality and suitability of defeasance and escrow structures and agreements and other complex financial products proposed to the District, including the use of derivative products, GIC's, lease-leasebacks, etc.
- G. Provide legal assistance in amendments and substitutions of projects for ground leases.
- H. Inform the District of the impact of changes in Federal and State Laws regarding the issuance and management of the debt.
- I. Meet with District representatives and with parties designated by the District at all reasonable times after reasonable notice.
- J. Recommend the necessary provisions and covenants to be contained in the financing, including but not limited to redemption provisions, flow of funds, debt/lease service reserve fund requirements and security pledges.
- K. Coordinate work with the attorneys, staff and consultants of the District, including the financial advisor, regarding the financial and security provisions to be contained in the instruments authorizing and securing the financing, to attend hearings, Board meetings and Board workshops and otherwise assist to the extent reasonable, necessary and proper with the testimony and exhibits.
- L. Assist in preparing information necessary to obtain favorable rating and make presentation of this information to the bond rating organization and/or insurance firms.

- M. If necessary, oversee the validation procedures and prepare and file all necessary legal documents.
- N. Render an opinion with respect to any bonds that are issued to the effect that such bonds constitute valid obligations of the District, and that the interest earning on the bonds are exempt from Federal income taxes under current law. Debt Counsel services will also include all necessary advice to the District and coordination with the financial advisor such that the aforementioned opinion can be given, and such that the bonds can be lawfully issued and brought to the market
- O. Assist in the preparation of the portion of offering materials that is related to the legality and tax-exemption status of the bonds/certificates, and approve the offering materials for distribution.
- P. Obtain required approvals of documents from the Florida Department of Education.
- Q. Perform legal services as Disclosure Counsel preparing the Offering Statement and any other legal documents, as needed.
- R. Perform legal services in relation to the issuance of derivative products.
- S. Provide advice and legal assistance in relation to the current Impact Fee Interlocal Agreement, Homstead Education Finance Benefit District Interlocal Agreement, or any future Interlocal Agreements related to Debt Issuances.
- T. Assist the District with drafting language for any referendum placed before the citizenry of Miami-Dade County and provide legal advice, as needed.

VI. REQUIRED INFORMATION TO BE SUBMITTED BY PROPOSER

- A. Proposer must designate personnel who will service this account. This section shall also indicate the individual specifically assigned as lead person and the understudy in the lead persons absence.
- B. Partners and lead persons assigned to account must be members of the Florida Bar Association in good standing.
- C. Qualifications of staff including Co-Counsel staff proposed under a joint proposal:
 - 1. Provide a summary organizational chart showing how the firm is organized and how its resources will be put to work for District.
 - 2. Provide detailed resumes for all key employees that would be providing services to the District during the term of this contract. Include number of years at your firm, total number of years of experience, professional designations or licenses. Estimate the amount of time they will each spend on a financing. Indicate the area

and level of expertise of each of the staff. Identify the individual who would have final responsibility for this engagement

3. Describe your firm's activities to keep employees informed of developments that could impact the District.
4. Describe any litigation or regulatory action filed against key personnel in the last five (5) years relating to its providing securities/debt counsel services and the resolution thereof.

D. Provide three (3) Florida municipal client references (School Districts if possible), including client names, contact name and title, address, phone number, length of time proposed staff have served as debt counsel, and a brief description of services provided. Attachment E.

E. Replacement personnel including Co-Counsel staff and/or firm are subject to prior approval by the School Board under the following conditions:

1. Replacement personnel must have credentials equivalent, at least, to the individuals whom they replace. The District must be notified of the replacement of any key person assigned to work with the District.
2. Resumes of replacement personnel are to be submitted to the District Treasurer for review and approval. The District reserves the right to interview replacement personnel prior to approval.
3. The firm will be responsible for the briefing of replacement personnel as to the status of the District's financing at no expense to the District.
4. Vendor Information Form. Attachment F

VII. EXPERIENCE AND QUALIFICATIONS OF THE FIRM

- A. Provide the total number of offices, partners, managers, attorneys, and other professional staff employed in Florida and specifically in Miami-Dade County
- B. Provide the same information for the office, which will be providing services to the District.
- C. Describe the range of activities performed by the firm
- D. Describe any litigation or regulatory action filed against the firm in the last five (5) years relating to its providing securities/debt counsel services and the resolution thereof.
- E. Beginning with April 2002, present a chronological listing of Florida Municipal financings. For each financing, include the date of issue, issue name, issue size, principal attorney, role being performed (Special Tax Counsel, GO Bond Counsel, Disclosure Counsel, and/or Underwriters Counsel), term of issue, fee for legal services expressed per \$1000 par value, expenses. Please divide list as follows:

1. Florida Tax-Exempt COP Issues
 2. Florida Municipal General Obligation Bond Issues
 3. Florida Municipal Sales Tax Revenue Bond
 4. Florida Municipal TAN/RAN/BAN issues
 5. Florida Municipal Derivative Transactions
 6. Other Florida School District issue
- F. Outline the firm's experience during the past two (2) years with the major rating agencies and bond insurers. Discuss this experience and its potential applicability to the District
- G. Describe any innovations the firm has developed or worked on for tax-exempt security issues, briefly outlining the problem, the solution and the results.
- H. Describe any problems that the firm has had concerning the issuance of GOB and/or COP and how they were resolved.
- I. Describe how Capital Appreciation Bonds, (or certificates), could be used in conjunction with a COP or Bond issue for a Florida School District. Explain any tax issues that should be considered.
- J. Describe your experience using hedge products in conjunction with Florida Municipal financings. Describe how these products could be used with a Florida School District financing. Elaborate on any issues that should be considered.
- K. Describe your experience in advising a School District in relation to an Impact Fee Interlocal Agreement and/or an Education Finance Benefit District Interlocal Agreement.
- L. Describe any other professional experience and/or community involvement that would benefit the District.
- M. Firms shall disclose pending litigation or claims, if any.

VIII PROPOSED FEE SCHEDULE & SAMPLE LETTER OF AGREEMENT

Proposers must provide the District with a **Proposed Fee Schedule**, (Attachment B), for the following types of transactions and denote role being proposed (Special Tax Counsel, GO Bond Counsel and/or Disclosure Counsel):

- A. Negotiated COP, (equipment and real estate)
- B. GOB
- C. TAN/RAN/BAN
- D. Derivative Municipal Products
- E. Fees for any additional services such as lease purchase agreements, forward contracts, rate locks, etc.

Include fees for refunding if applicable, maximum and minimum fees, as well as maximum out of pocket expenses per transactions, (see Attachment B for proposed Fee Schedule).

The District will consider alternative pricing/fee arrangements, such as hourly rates for additional legal work that proposers may wish to provide. Type of services to be considered would include real estate legal services performed in connection with a COP financing, legal work in connection with an Interlocal Agreement, etc. Include estimates as to hours billed based on prior experience to facilitate comparisons. Maximum amounts payable per transaction must be provided.

A sample letter of agreement indicating terms and conditions incorporated in the proposal and specific list of tasks to be performed is to be submitted.

IX. TERMS OF CONTRACT

The term of the contract shall be for an initial three-year period. The contract may, by mutual agreement between the School Board and the awarded upon final School Board approval, be extended for an additional three-year period, and if needed, 90 days beyond the expiration date of the current contract period. The School Board, through Procurement and Materials Management, shall if considering extending, request a letter of intent to extend from the awardees, prior to the end of the current contract period. The awarded will be notified when the School Board has acted upon the recommendation. All prices shall be firm for the term of the contract and extension period, if any.

The School Board reserves the right to cancel the contract at the end of the contract term, as well as in the event the services rendered do not comply with the provisions of the proposal and/or the quality of services is found to be undesirable, the District reserves the rights to cancel the agreement upon thirty (30) days prior notice.

The proposer shall comply with all municipal, state, and federal statutes prohibiting discrimination.

X. EVALUATION OF PROPOSALS

Representatives of the school district will evaluate proposals in order to ascertain which proposal best meets the needs of the School Board. A committee consisting of the following members or their designees will make on or about the third day of October 2005, the evaluation of proposals:

- Assistant Treasurer (Chairperson)
- Chief Financial Officer
- Chairperson Investment Advisory Committee or designee from Investment Advisory Committee
- Representative from Office of School Facilities
- Representative from the Division of Business Development and Assistance
- Representative from the Office of Procurement Management (Non-Voting)

Evaluation consideration will include, but not be limited to, the following:

1. The responsiveness of the proposal in clearly stating an understanding of the work to be performed.
2. The background, qualifications, experience, skills, and/or expertise, and references are to be submitted.
3. Prices offered are a significant factor and will be subject to negotiations with the finalist at the discretion of the District.
4. Minority participation will be strongly considered.

Any additional materials the proposer may wish to include must be presented in appendix form.

XI. AFFIRMATIVE ACTION REQUIREMENTS AND M/WBE PARTICIPATION

1. Equal Employment Opportunity

It is the policy of the School Board that no person will be denied access, employment, training, or promotion on the basis of gender, race, color, religion, ethnic or national origin, political beliefs, marital status, age, sexual orientation, social and family background, linguistic preference or disability, and that merit principles will be followed.

Each firm shall be required to indicate its equal employment policy and provide a detailed breakdown by ethnicity, gender and occupational categories of its work force. Attachment C.

2. Minority/Women Business Enterprise (M/WBE) Participation

The School Board has an active Minority/Women Business Enterprise (M/WBE) Program, to increase contracting opportunities for M/WBE's. In keeping with this policy, if a minority firm, which is Woman or African American-owned and operated, is to perform a scope of work, provide documentation to substantiate the experience of the M/WBE and its staff in providing this type of service. The Division of Business Development and Assistance must certify all M/WBEs, prior to contract award. Attachment D.

XII. GENERAL INSURANCE REQUIREMENTS

The proposer may be required to provide Professional Liability Insurance with limits subject to the approval of the Board's Office of Risk and Benefits Management.

XIII. INDEMNIFICATION

The successful Proposer(s) may be required to enter into an indemnification agreement approved by the Board's Office of Risk and Benefits Management.

XIV. IMPLEMENTATION SCHEDULE

The planned schedule for implementation of this Request For Proposals, is as follows:

Procurement Contract Review Committee.....	July 14, 2005
Mailing of Request For Proposals.....	September 2, 2005
Opening of Proposals	September 27, 2005
Evaluation of Proposals	October 3, 2005
Recommendation for Award	November 16, 2005

The School Board reserves the right to reject any or all proposals, to further negotiate any proposals, to waive any irregularities or informality, to accept or reject any items or combination of items, to request clarification of information submitted in any proposal, and to request additional information from any proposer.

XV. ADDITIONAL INFORMATION

Any additional information regarding proposal procedures may be obtained from:

Procurement Management Services
Ms. Barbara Jones, Director
1450 N. E. Second Avenue, Room 356
Miami, Florida 33132
(305) 995-2348

**THE SCHOOL BOARD OF MIAMI-DADE COUNTY, FLORIDA
SCHEDULE OF DEBT ISSUANCE SINCE 1988**

GENERAL OBLIGATION BONDS

SERIES	ISSUE	DATED	MODE (1)	FINAL MATURITY	FINAL PAYMENT	REFUNDED	RATINGS		CREDIT FACILITY	LEAD UNDERWRITER	(3)	TIC	OUTSTANDING AS OF 6/30/05
							MOODY'S	S & P					
1989	\$ 200,000,000	01/01/89	F	07/01/08	7/1/1999	1993	A1 / A+	A+	FGIC	First Boston	N	7.303	
1992	\$ 200,000,000	01/15/92	F	08/01/11	8/1/2001	1996	A1 / A+	A+	FGIC	Goldman Sachs	C	6.170	
1993	\$ 152,855,000	06/01/93	F	07/15/08		1993 (2)	A1 / A+	A+	AMBAC	Morgan Stanley	C	5.340	
1994	\$ 150,000,000	02/01/94	F	08/01/14		1994 (2)	A1 / A+	A+	MBIA	Smith Barney	C	5.106	
1994A	\$ 50,000,000	06/01/94	F	06/01/14		1998, 1994A (2)	A1 / A+	A+	MBIA	Artemis	C	5.912	
1995	\$ 240,000,000	08/01/95	F	08/01/15	08/01/07	1998, 1995 (2)	A1 / A+	A+	MBIA	Goldman Sachs	C	5.576	106,030,000
1996	\$ 142,555,000	02/01/96	F	07/15/11			A1 / A+	A+	MBIA	Bear Stearns	N	4.600	99,425,000
1997	\$ 140,000,000	02/15/97	F	02/15/17			A1 / A+	A+	MBIA	JP Morgan	C	5.183	152,165,000
1998	\$ 154,580,000	08/15/98	F	05/01/15			A1 / A+	A+	FSA	Paine Webber	N	4.674	70,425,000
1993	\$ 85,955,000	06/01/93	F	07/15/08		(2)	A2 / A+	A+	AMBAC	A.G. Edwards	N	1.654	92,080,000
1994	\$ 99,030,000	05/01/94	F	08/01/14		(2)	A2 / A+	A+	MBIA	A.G. Edwards	N	2.658	2,545,000
1994A	\$ 4,955,000	06/01/94	F	06/01/06		(2)	A2 / A+	A+	MBIA	A.G. Edwards	N	1.597	34,875,000
1995	\$ 34,875,000	08/01/95	F	08/01/07		(2)	A2 / A+	A+	MBIA	A.G. Edwards	N	1.855	557,545,000

CERTIFICATES OF PARTICIPATION

SERIES	ISSUE	DATED	MODE (1)	FINAL MATURITY	FINAL PAYMENT	REFUNDED	RATINGS		CREDIT FACILITY	LEAD UNDERWRITER	(3)	TIC *	OUTSTANDING AS OF 6/30/05**
							MOODY'S	S & P					
1988	\$ 50,000,000	03/01/88	F	07/01/08	01/01/93	1993	Aaa / AA+	Aaa	LOC Sumitomo Bk	Shearson Lehman	N	7.452	
1993	\$ 53,330,000	05/01/93	F	08/01/08	02/01/03	2003C	Aaa / AAA	Aaa	MBIA	Prudential	N	5.480	
1994A	\$ 168,170,000	08/01/94	F	05/01/14	11/01/98	1998A, 1998C	Aaa / AAA	Aaa	MBIA	Merrill Lynch	N	5.884	
1996A	\$ 119,135,000	04/15/96	F	05/01/25	11/01/98	1998C	Aaa / AAA	Aaa	AMBAC	Paine Webber	N	5.888	
1996B	\$ 144,865,000	08/15/96	F	08/01/26	08/01/98	1998A, 1998C	A / A-	A-	AMBAC	Lehman Brothers	N	5.738	
1998A	\$ 132,500,000	06/01/98	F	08/01/27			A2 / A-	A-	AMBAC	Bear Stearns	N	5.025	130,315,000
1998B	\$ 69,605,000	06/01/98	F	06/01/27	02/01/03	2003A	A2 / A-	A-	AMBAC	Bear Stearns	N	5.180	183,280,000
1999C	\$ 283,700,000	11/01/98	F	08/01/25	10/01/09	2004A	A2 / A-	A-	FSA	Bear Stearns	N	4.975	20,105,000
2000A IMPFEE	\$ 100,720,000	09/15/00	F	10/01/20			A2 / A-	A-	FSA	Paine Webber	N	5.402	24,508,401
2000QZAB	\$ 24,508,401	12/21/00	F	12/21/13					FSA	Wachovia	C	N/A	15,000,000
2001QZAB	\$ 15,000,000	06/01/01	F	06/01/15					MBIA	Wachovia	C	N/A	
2001A	\$ 133,650,000	05/01/01	F	05/01/31	11/01/02	2003B	A2 / A	A	MBIA	Sakom Smith Barney	N	5.239	53,550,000
2001B	\$ 54,650,000	06/19/01	V	05/01/31	10/01/21	2004A	A2 / A	A	MBIA	A.G. Edwards	N	2.540	22,830,000
2001C IMPFEE	\$ 42,235,000	09/01/01	V	09/01/31	10/01/21		A2 / A	A	FSA	Ramirez & Co.	N	4.730	73,220,000
2002A	\$ 75,000,000	12/13/02	V	08/01/27			A3 / A	A	AMBAC	Bear Stearns	N	3.000	79,580,000
2002B	\$ 75,000,000	12/13/02	V	08/01/27			A3 / A	A	AMBAC	Solomon Smith Barney	N	2.439	63,633,332
2003A	\$ 63,633,332	03/01/03	M	08/01/27			A3 / A	A	MBIA	Lehman Brothers	N	3.418	137,780,000
2003B	\$ 137,780,000	03/01/03	M	05/01/31			A3 / A	A	MBIA	Lehman Brothers	N	3.854	17,290,000
2003C	\$ 24,170,000	05/05/03	F	08/01/08			A3 / A	A	MBIA	Lehman Brothers	N	2.530	163,545,000
2003D	\$ 165,210,000	06/05/03	F	08/01/29			A3 / A	A	FGIC	UBS Paine Webber	N	4.358	9,743,635
2003QZAB	\$ 9,743,635	12/18/03	F	12/18/18					FSA	Banc of America	C	N/A	87,210,000
2004A IMPFEE	\$ 87,210,000	08/12/04	F	10/01/20			A3 / A	A	FGIC	UBS Financial Svcs	N	4.292	56,380,000
2005A IMPFEE	\$ 56,380,000	06/28/05	F	04/01/20			A3 / A	A	AMBAC	Bear Stearns	N	3.892	1,131,970,368

* True Interest Costs Variable Rate as of 6/30/05

** QZAB remaining sinking fund obligations: 2000 \$11,781,505; 2001 \$7,332,820.00; 2003 \$6,671,910

NOTE: REFUNDING ISSUES ARE NOTED IN BOLD
 (1) F = Fixed; V = Variable (Auction Rate); M = Multimodal (PUT)
 (2) Series GOB 1993/1994 on 6/12/03 and 1994A/1995 on 3/2/04 called and remarketed.
 (3) N = Negotiated Sale; C = Competitive Sale

**THE SCHOOL BOARD OF MIAMI-DADE COUNTY, FLORIDA
SCHEDULE OF DEBT ISSUANCE SINCE 1988**

REVENUE ANTICIPATION NOTES

SERIES	ISSUE	DATED	MODE (1)	FINAL MATURITY	FINAL PAYMENT	REFUNDED	RATINGS		CREDIT FACILITY	LEAD UNDERWRITER	TIC+	OUTSTANDING AS OF 6/30/05
							MOODY'S / S & P	(3)				
1999	\$ 32,150,000	11/23/99	F	11/15/00			MIG-1	C	Banc of America	3,788		
2002	\$ 42,950,000	06/20/02	F	12/30/02			MIG-1	C	Banc of America	1,413		
2003	\$ 8,000,000	09/23/03	F	06/28/04			MIG-1	C	Citigroup	1,010		
2005	\$ 55,000,000	06/28/05	F	06/27/06			MIG-1	C	Piper Jaffray	2,656	55,000,000	

TAX ANTICIPATION NOTES

SERIES	ISSUE	DATED	MODE (1)	FINAL MATURITY	FINAL PAYMENT	REFUNDED	RATINGS		CREDIT FACILITY	LEAD UNDERWRITER	TIC	OUTSTANDING AS OF 6/30/05
							MOODY'S / S & P	(3)				
1997	\$ 67,000,000	10/30/97	F	06/30/98			MIG-1	C	Bear Stearns	3,830		
1998	\$ 90,000,000	07/16/98	F	06/30/99			MIG-1	C	SunTrust	3,614		
1999	\$ 85,000,000	07/22/99	F	06/28/00			MIG-1	C	Salomon Smith Barney	3,591		
2000	\$ 65,000,000	07/18/00	F	06/28/01			MIG-1	C	Merrill Lynch	4,311		
2001	\$ 110,000,000	07/19/01	F	06/27/02			MIG-1	C	Salomon Smith Barney	2,656		
2002	\$ 168,000,000	07/11/02	F	06/26/03			MIG-1	C	Goldman Sachs	1,537		
2003	\$ 97,000,000	10/01/03	F	06/28/04			MIG-1	C	Goldman Sachs	1,010		
2004	\$ 106,000,000	07/28/04	F	06/28/04			MIG-1	C	Banc of America	1,495		

TOTAL OUTSTANDING

1,744,515,368

NOTE: REFUNDING ISSUES ARE NOTED IN BOLD
 (1) F = Fixed; V = Variable (Auction Rate); M = Multimodal (PUT)
 (2) Series GOB 1993/1994 on 6/12/03 and 1994A/1995 on 3/2/04 called and remarketed.
 (3) N = Negotiated Sale; C = Competitive Sale

Proposed Fee Schedule

1.	C.O.P./LEASE BACKED FINANCING	INITIAL	SUBSEQUENT/REFUNDING
	Fees per \$1,000 par value:		
	Minimum fee per sale:		
	Maximum fee per sale:		
	Maximum expenses per sale:		
	Fees for refunding per \$1,000 par value:		
	Role Being Proposed:		

2.	G.O./SALES TAX FINANCING	INITIAL	SUBSEQUENT/REFUNDING
	Fees per \$1,000 par value:		
	Minimum fee per sale:		
	Maximum fee per sale:		
	Maximum expenses per sale:		
	Fees for refunding per \$1,000 par value:		
	Role Being Proposed:		

3.	SHORT TERM FINANCINGS (TANS, RANS, BANS, ETC)	INITIAL	SUBSEQUENT/REFUNDING
	Fees per \$1,000 par value:		
	Minimum fee per sale:		
	Maximum fee per sale:		
	Maximum expenses per sale:		
	Role Being Proposed:		

4.	DERIVATIVE TRANSACTIONS	INITIAL	SUBSEQUENT/REFUNDING
	Fees per \$1,000 par value:		
	Minimum fee per transaction:		
	Maximum fee per transaction:		
	Maximum expenses per transaction:		

5.	ADDITIONAL SERVICES	FEES
	Service:	
	Service:	
	Service:	

3. **CERTIFICATIONS:** Indicate if this business shares common officers, owners, directors or management personnel with another business that has received, been denied, or had its certification revoked as an MBE/DBE/WBE or SBA 8(a) Certified Contractor. Indicate the name of the certifying authority, as well as the date and type of determination (certification/denial/revocation).

<u>Agency Name</u>	<u>Determination</u>	<u>Date</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

4. **OWNERSHIP:**

a. Identify the proprietor, each partner, or stockholder by name, as well as his/her citizenship (c) or (r) residency status, gender, ethnic group, and percentage of ownership.

<u>Name</u>	<u>Owner/ shareholder</u>	<u>Resident or *U.S. Citizen</u>	<u>Gender</u>	<u>Ethnicity</u>	<u>% Owned</u>	<u>Years Owned</u>
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

b. If the business is a corporation, please indicate the following:

1. The number of shares authorized: _____
2. The number shares issued: _____
3. Are there any stock option agreements? Yes _____ No _____
If yes, please provide a copy of each agreement.

5. **OPERATIONAL CONTROL:** Provide the name, title, race/ethnicity, and gender of each individual (including owners and non-owners) with the primary responsibility for the following:

<u>Name and title</u>	<u>Race/ethnicity/ gender</u>
_____	_____
_____	_____

a. Check signing

**Race/ethnicity/
gender**

Name and title

b. Payroll signing

c. Signing, or
guaranteeing loans

d. Acquiring lines of credit

e. Acquiring surety bonding
and insurance

f. Purchasing major
equipment/services

g. Signing contracts/change
orders/payment requisitions

h. Estimating

i. Qualifying the company for
professional/trade license(s)

j. Marketing/sales

k. Hiring and firing
managerial employees

l. Hiring and firing
non-management employees

m. Supervising field/
operations

n. Supervising
office personnel

6. **PERSONNEL:** Identify the number of individuals, including owners, that are currently employed by the business in the following areas:

Please use the following to classify women/minority persons: AM-African American male, AF-African American female, HM-Hispanic male, HF-Hispanic female, WM-Non Hispanic White male, WF-Non Hispanic White female.

	<u>Total Number of Employees</u>					
	AM	AF	HM	HF	WM	WF
a. Management						
b. Administrative/clerical						
c. Professional/technical						
d. Craftsperson/laborers						

e. Provide a copy of the business affirmative action statement, if one is available.

7. **BUSINESS RELATIONSHIPS:** Provide the requested information for each of the following:

a. Bonding Company: _____
 Address: _____
 Agent name: _____ Phone number: _____
 Single Contract Limit: _____ Aggregate Limit: _____

b. Bank(s) Name(s): _____
 Branch: _____
 Contact person: _____ Phone number: _____
 Credit limit: _____

c. Identify the company's/creditors including banks and the amount of money owed to:

<u>Creditor</u>	<u>Loan Guarantor(s)</u>	<u>Address & telephone</u>	<u>Loan Amount</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

d. Insurance company: _____
 Type of insurance: _____ Insurance limits: _____

e. List the business' three largest contracts or jobs.

<u>Contract/job type</u>	<u>Contact person</u>	<u>Telephone number</u>	<u>Contract amount</u>	<u>Bonded (Yes/No)</u>

8. **EQUIPMENT:** List the type and value of major equipment that is owned (O) or leased (L) by the business.

<u>Equipment</u>	<u>O/L</u>	<u>Value (\$ amount)</u>

9. **M/WBE JOINT VENTURE** - Joint ventures must provide a copy of the joint venture agreement.

M/WBE CERTIFICATION APPLICATION

AFFIDAVIT

STATE OF _____:
COUNTY OF _____: SS

I hereby declare and affirm that I am the _____ (Title)
of: _____ (Firm)

That I am duly authorized to execute the foregoing M/WBE Certification Application, and that the contents of said documents are complete, true and correct to the best of my knowledge and belief. I hereby certify that the documents include all material information necessary to identify the true and lawful owners of the subject business enterprise. Further, the undersigned is notified of their responsibility to submit an updated Minority/Woman Business Enterprise Certification Application whenever a change occurs in ownership, management or control of the company. Any M/WBE applicant, certified M/WBE principal(s) and all related parties, who misrepresents the status of any concern as an M/WBE, or is a party to such misrepresentation to obtain business or contracts with the School Board under the Business Development and Assistance Program, will be suspended from doing business with the School Board for fourteen (14) months.

(Corporate Seal), if appropriate

Minority/Woman Owner's Signature

On this _____ day of _____, 20 ____, personally appeared before me, the undersigned officer authorized to administer oaths: _____ known to be the person described in the foregoing affidavit, who acknowledged that he/she executed the same in the capacity stated and for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

My Commission Expires: _____
SEAL

M/WBE
Certification Check List

Please attach copies, not originals, of all applicable items. Incomplete applications cannot be processed, and failure to submit the documents will delay or result in termination of the application process.

Please check if documents are attached:

1. M/WBE certifications from other public agencies.
2. M/WBE Certification Application Affidavit (Page 6 of Application).
3. Miami-Dade County Public Schools Vendor Application.
4. Lease/purchase agreement for the business' facilities.
5. Current professional/business license(s).
6. Proof of citizenship or permanent resident status.
7. Resumes for owners and key personnel.
8. Lease/purchase agreements for major business equipment.
9. Most current application for bonding, if applicable.
10. Management agreement(s).
11. Loan agreement(s) or promissory note(s).
12. Birth certificate, drivers license, passport or any other document which substantiates the ethnicity/race/gender of owners, officers and directors.

***If any of the aforementioned documents are not available, please provide a written notarized statement that information is not available.**

13. Sole Proprietor - Submit all of the above items, as applicable and the following:

- U.S. IRS 1040-C Schedule.
- Fictitious name affidavit, if applicable.

14. Partnerships - Submit all of the above items, and the following:

- Partnership agreement(s).
- U.S. IRS 1065, with schedules.
- Profit sharing agreements.

15. Corporations - Submit all of the above items, and the following:

- Articles of Incorporation, with amendments.
- By-Laws, with amendments.
- The most current U.S. IRS Corporate Tax Return 1120 or 1120s, with all schedules.
- All issued and cancelled stock certificates (front & back).
- Minutes of the first shareholders' meeting.
- Minutes of the first board of directors' meeting.
- Minutes of meetings at which the current board of directors and officers were elected or appointed.
- Stock transfer ledger.
- Most current annual report filed with the Secretary of State.
- Profit sharing agreement(s).
- Agreements affecting management, control or rights of any stockholder(s).

16. Joint venture agreement(s).

17. Certificate(s) of insurance.

18. Sub-contractual agreement(s).

NOTE: If after filing this application, there is any significant change in the information submitted herein, you must inform the Division of Business Development and Assistance of the change, or the company may be denied certification.

Certified companies must inform the Division of Business Development and Assistance of any changes in the information contained herein, which formed the basis of certification. Failure to do so may result in denial, revocation or suspension of certification.

COMPLETE APPLICATION, INCLUDING VENDOR APPLICATION AND CATEGORY OF GOODS AND SERVICES LIST, SHOULD BE RETURNED TO:

**MIAMI-DADE COUNTY PUBLIC SCHOOLS
DIVISION OF BUSINESS DEVELOPMENT AND ASSISTANCE
1450 N.E. 2ND AVENUE, ROOM 456
MIAMI, FL 33132**

DEFINITION OF MINORITY/WOMEN BUSINESS ENTERPRISES

- (1) "Minority/Women Business Enterprises" means any legal entity, which is organized to engage in commercial transactions and which is at least fifty-one (51) percent owned and controlled by a minority person or persons.
- (2) "Minority person" means a person who is a citizen or lawful permanent resident of the United States, and who is:
 - (a) An African American, a person having origins in any of the Black racial groups of Africa;
 - (b) An Hispanic, a person of Spanish or Portuguese culture including, but not limited to, persons with origins in Mexico, South America, Central America, or the Caribbean Islands, regardless of race, or
 - (c) A Woman

WARNING

- (3) IT IS UNLAWFUL FOR ANY INDIVIDUAL TO FALSELY REPRESENT ANY ENTITY, AS A MINORITY/WOMEN BUSINESS ENTERPRISE, FOR THE PURPOSES OF QUALIFYING FOR CERTIFICATION UNDER A PROGRAM WHICH, IN COMPLIANCE WITH FEDERAL LAW, IS DESIGNED TO ASSIST MINORITY/WOMEN BUSINESS ENTERPRISES IN THE RECEIPT OF CONTRACTS FOR THE PROVISION OF GOODS OR SERVICES. ANY PERSON WHO VIOLATES THIS SECTION IS GUILTY OF A FELONY OF THE SECOND DEGREE, PUNISHABLE AS PROVIDED IN S. 775.082 OR S. 775.084.

(102891)

"Reference Sheet"

BID NO. 128-EE10
Travel Credit Card Program

ATTACHMENT E



Proposer: _____

Firm Representative: _____

Street Address _____

City

State

Zip Code

References may be verified.

Client	Contact Name & Title	Address	Phone	Length of time Served as Debt Counsel	Scope of services provided

Vendor Information Sheet


1A.

 Federal Employer Identification Number

Or

 Owner's Social Security Number

1B.

 Name of Firm, Individual(s), Partners or Corporation

 Street Address

 City

State

Zip Code

2. Telephone/Fax/Contact Person

 Telephone number

 Fax number

 Contact Person

 E-mail address

3. Ownership Disclosure

If the contract or business transaction is with a corporation, partnership, sole proprietorship, or joint venture, the full legal name and business address shall be provided for the chief officer, director, or owner who holds, directly or indirectly the majority of the stock or ownership. If the contract or business transaction is with a trust, the full legal name and address shall be provided for each trustee and each beneficiary. **Post Office addresses are not acceptable.**

Name	Title	Address	Gender	Race-ethnicity	Stock Ownership

NOTE: The information provided by the vendor on this form should be consistent with that provided on the "Vendor's Application". All vendors must have a current vendor's application on file with M-DCPS, and have provided information and/or be familiar with M-DCPS' policy regarding the following: (a) Employment Disclosure, (b) Drug Free Workplace, (c) Family Leave Policy, (d) Code of Business Ethics, (e) Conflict of Interest, (f) Perception, (g) Gratuities, and (h) Business Meals. Failure to provide M-DCPS a current vendor application may cause the vendor not to be awarded any new business with M-DCPS. Vendor applications can be downloaded at: <http://procurement.dadeschools.net>