

**Lower Township  
Municipal Utilities Authority  
("Authority" or "LTMUA")**

**Request for Sealed Qualifications for Professional Services under  
a Fair and Open Process**

**For**

**Bond Counsel**

**2018**

**February 1, 2018 to January 31, 2019**

**THIS IS A SEALED PROPOSAL AND SHALL  
NOT BE OPENED AND READ UNTIL  
JANUARY 4, 2018 AT 10:00 a.m.**

**Lower Township Municipal Utilities Authority  
2900 Bayshore Road  
Villas, NJ 08251**

**Phone (609) 886-7146**

**GENERAL INFORMATION AND SPECIFICATIONS FOR PROSPECTIVE  
CONTRACTORS SUBMITTING QUALIFICATIONS AND PROPOSALS FOR 2018  
CONTRACT FOR POSITION OF AUTHORITY BOND COUNSEL**

**I. Background Information.**

- a. **Reporting Entity.** The Lower Township Municipal Utilities Authority (“Authority” or “LTMUA” or “MUA”) is an independent authority which was created in 1968 by Ordinance of the Township of Lower under the New Jersey State Municipal Utilities Authorities Law P.L. 1957, c. 183, s. 1, c40:14B-4 *et. seq.* The Authority was created for the purpose of constructing and operating a sanitary sewerage system for the collection and disposal of wastewater and a water supply and distribution system within the Township. The Authority is responsible for the distribution of drinking water and the collection of sewage in the Township of Lower in Cape May County, New Jersey.

The Authority has broad powers under the Act including, among others, the following: to hold, operate and administer its property; provide for bonds and secure their payment and rights to holders thereof; to charge and collect user fees to ensure the revenues of the Authority will at all times be adequate to pay all operating and maintenance expenses, including reserves, insurance, extensions and replacements, and to pay the principal of, and interest on, any bonds, maintain such reserves or sinking funds therefore as may be required by the terms of any contract of the Authority; and to make and enforce rules and regulations for the management of its business and affairs.

- b. **Location of Records.** Computerized files, accounting records, documents, vouchers, reports, archives, etc. will be found at the following location:

Lower Township Municipal Utilities Authority  
2900 Bayshore Road  
Villas, New Jersey 08251

- c. **Assistance Available.**

Authority Bond Counsel – With prior approval from the client, it is an accepted practice in the public legal profession for the immediate past Bond Counsel to exchange basic client information related to past legal issues with the incoming Bond Counsel. Therefore, given permission by the Authority it is assumed that certain files and work papers will be made available to the successful firm.

Authority Secretary. Has responsibility for maintaining the general files, archives and information for the Authority. The Authority Secretary is the central oversight and coordinating officer for the Authority relative to its daily business affairs. The Authority Secretary is prepared to provide the support necessary to the incoming Bond Counsel. That support will include the following:

- i. All conferences with the various departments will be coordinated and scheduled through the Authority Secretary.
- ii. Coordinating the scheduling of work assignments under the direction of the Executive Director.
- iii. Providing current and archived files and documents.
- iv. Providing information on various resolutions, contracts and legal issues.
- v. Logistical support as may be needed.

Departments. All departments will assist Bond Counsel by assembling and making available information pertinent to the performance of legal services and will provide knowledgeable personnel to meet with Bond Counsel to explain department operations.

**d. Miscellaneous**

Additional information that will assist the prospective firm in further evaluating the relative complexity of the engagement:

- i. The size of Lower Township in Square Miles - 27.8
- ii. Population 24,000 year 90,000 seasonal
- iii. Customer accounts (approx.) Water - 9,500; Sewer -13,300
- iv. Number of purchase orders processed approx. – 850 per year
- v. Federal and State grant cash expenditures – Varies
- vi. Bond ratings: Moody’s: “Aa3”

**II. Invitation to Submit Qualifications and Proposal.** The Authority is requesting qualifications and proposals from individuals and/or firms for the following contract for the year 2018: Authority Bond Counsel. The qualifications and proposals are being solicited through a fair and open process in accordance with N.J.S.A. 19:44A-

20.5, *et. seq.*

- III. Submitting and Delivery of Qualifications and Proposals.** Qualifications and proposals must be submitted on or before January 4, 2018 and may be submitted either by mail or in person by the prospective contractor or his agent. Qualifications and proposals must be enclosed in a sealed envelope and plainly marked “Qualifications and Proposal for 2018 Authority Bond Counsel Contract” and the envelope also shall have plainly marked on it the name and address of the prospective contractor.
- IV. Time and Place for Acceptance of Qualifications and Proposals.** The Authority Secretary has been designated as the person authorized to receive all qualifications and proposals. All qualifications and proposals must be submitted in sealed envelopes to the Authority Secretary, Lower Township Municipal Utilities Authority, 2900 Bayshore Road, Villas, New Jersey, 08251, either by mail or in person by the prospective contractor or his agent on or prior to January 4, 2018 at 10:00 a.m., prevailing time. The Authority Secretary will record the date and time of receipt of all proposals on the sealed envelope. No proposal will be received after the time designated for receipt.
- V. Contract Description; Qualifications; Proposal.**
- a. Contract Description.** The Bond Counsel shall:
- i. Provide legal and financial advice on general public finance matters, including:
    - (a) Preparation and oversight of Bond proceedings;
    - (b) Obtaining any required government approvals;
    - (c) Ensuring that the issuer meets all legal requirements of the bond offering;
    - (d) Disclosing and analyzing all relevant legal proceedings that may have a bearing on the validity of the offering;
    - (e) Interpreting relevant regulations and laws and assisting in structuring the issues; and
    - (f) Drafting financial documents.

General Information and Specifications (continued)

- ii. Provide legal services in connection with the issuance of short-term obligations, as set forth in Section iv below.
- iii. Provide legal services in connection with the issuance of long-term obligations, as set forth in Section iv below.
- iv. With respect to the issuance of short-term obligations (Notes) and long-term obligations (Bonds), Bond Counsel will undertake the following tasks, as applicable and appropriate.
  - (a) Meet with Authority officials, including its Solicitor, Auditor and others, as often as necessary for the issuance of the Bonds or Notes and items related thereto.
  - (b) Review or draft all authorizing and operative financial documents necessary to effectuate the transaction. In developing a financing plan, Bond Counsel will give advice with respect to tax law, securities law and state law consequences and will review the proposed use of the proceeds of the Bonds or Notes to ensure compliance with the provisions of the Internal Revenue Code and the regulations promulgated thereunder.
  - (c) Attend meetings with rating agencies and/or insurance companies, as necessary, to assist in obtaining a credit rating for the Bonds or Notes.
  - (d) Prepare all applications and filings and appear before the appropriate state agencies, if necessary, in connection with the sale of the Bonds or Notes.
  - (e) After the sale of the Bonds or Notes, Bond Counsel will prepare and arrange for the preparation of the Bonds or Notes for execution, will prepare and oversee the execution of the necessary closing certifications and will establish a time and place for delivery of the Bonds or Notes to the purchaser. Bond Counsel will attend the closing with appropriate Authority officials, at which time the Bonds or Notes will be delivered, payment will be made for the Bonds or Notes and Bond Counsel will issue a written legal opinion based on facts and laws existing as of said date that:
    - (i) The Bonds or Notes are legal, valid and binding obligations of

the Authority enforceable in accordance with the terms thereof;  
and

(ii) Subject to certain limitations which may be expressed in the opinion, the interest on the Bonds or Notes will be:

- Excluded from gross income for federal income tax purposes; and
- Exempt from New Jersey income tax.
  
- In rendering opinions, Bond Counsel will rely upon the certified proceedings and other certifications of Authority officials and other persons furnished to bond counsel without undertaking to verify the same by independent investigation.

(f) Bond Counsel does not advocate the interests of the Authority or any other party in the transaction. Bond Counsel assumes that the Authority will be represented by its Solicitor and other parties to the transaction will retain such counsel as they deem necessary and appropriate to represent their interest.

**b. Additional Services.** Additional services which may be required include, but are not limited to, litigation and consulting and advisory services pertaining to the Authority. **Because the level and extent of additional services which may be needed is not known, an hourly rate for additional services shall be submitted.**

**c. Qualifications.** The contractor shall be a New Jersey licensed attorney and shall possess all required State of New Jersey licenses or certifications.

**d. Insurance.** The successful firm(s) must provide and maintain the following minimum limits of insurance coverage during the period of performance required under the contract resulting:

- **Professional Liability.**

Malpractice minimum of \$1,000,000.00 coverage, \$1,000,000.00 Errors and Omissions.

- **Workers Compensation and Employers Liability.**

Statutory coverage for New Jersey;  
\$1,000,000.00 Employers Liability;  
Broad Form All-States Endorsement.

- **Comprehensive General Liability.**

\$1,000,000.00 per occurrence (combined single limit personal injury/property damage)/\$2,000,000.00 aggregate, including products/completed operations and contractual liability insurance. The Authority shall be named as additional insured with respect to general liability.

- **Auto Liability.**

\$1,000,000.00 per occurrence/\$1,000,000.00 aggregate. This coverage is required if the operation of any vehicle is required in the performance of the services detailed herein (including but not limited to the use of a vehicle to make any on-site visits).

- **Indemnification.**

The selected firms shall defend, indemnify and hold harmless the Authority, its officers, agents and employees from any and all claims and costs, including reasonable attorney's fees, of any nature whether for personal injury, property damage or other liability arising out of or in any way connected with the firm's negligent acts or omissions under this agreement.

- **Certificates of Insurance.**

Prior to commencing work under contract, the successful firm(s) shall furnish the Authority with a certificate as evidence that it has procured the insurance coverage required herein and otherwise giving evidence that the insurance required herein has been procured. Firms must give the Authority thirty (30) day notice of cancellation, non-renewal or change in insurance coverage.

e. **Proposal.** The resumes or *curricula vitae* of all individuals who will perform

General Information and Specifications (continued)

services under the contract on behalf of the Authority shall be submitted with the prospective contractor's proposal. Additionally, the prospective contractor's proposal, at a minimum, should include the following information:

- Name and address of the firm and the contact individual or corporate officer authorized to execute agreements as the Solicitor for the Authority.
- A brief description of the firm's history, ownership, and organizational structure, location of its management, charter authorization, and licenses to do business in the State of New Jersey.
- An affirmation that the respondent is properly licensed.
- An affirmation that the respondent does not have a record of substandard work with the State of New Jersey and the Authority.
- An affirmation that the respondent meets any other specific qualification requirements imposed by Federal or State law.
- The prospective contractor's proposal shall clearly set forth the proposed financial compensation to be paid to the contractor under the contract.
- **A proposed contract shall be submitted with the contractor's proposal.**

**VI. Selection Process & Award of Contract.** Upon receipt of qualifications and proposals, the Authority Secretary will transmit copies of each proposal to a review committee that consists of the Chairman of the Authority, the MUA Executive Director and not more than one other member of the Authority as the Chairman may designate. Proposals will be evaluated on the basis of the most advantageous, price and other factors considered. The evaluation will consider:

- a. Experience and reputation of the prospective contractor in the field that is the subject matter of the contract;
- b. Knowledge of the Authority, issues that are unique to the Authority and the subject matter to be addressed under the contract;
- c. Availability to accommodate any required meetings of the Authority or its various departments;
- d. Compensation proposal; and



e. Other factors as demonstrated to be in the best interest of the The Authority.

Upon completion of the review process, the review committee shall transmit its findings and recommendations to the Authority which may award the subject contract on or about February 7, 2018 by resolution.

**VII. Obligation of Prospective Contractor.** At the time of receipt of proposals, each prospective contractor will be presumed to have read and to be thoroughly familiar with the contents of the Notice of Availability of Requests for Qualifications and Proposals that has been posted on the Authority's website or published and with the contents of this document. The failure or omission of any prospective contractor to receive or examine either document shall in no way relieve any prospective contractor from any obligation with respect to the proposal submitted.

**VIII. Investigation of Qualifications.** The Authority will make such investigations as it deems necessary to determine the responsibility of the prospective contractor and the prospective contractor shall furnish the Authority all such information as may be requested by the Authority notwithstanding the fact that the release of such information to the Authority may result in the disqualification of the prospective contractor and the proposal submitted.

The Authority may, at its discretion, require certain respondents to give an oral presentation and/or to submit written responses to questions from the Authority for the purpose of clarifying or elaborating on the proposal. No comments regarding other respondents or proposals are permitted, and respondents may not attend presentations by their competitors. Respondents shall not construe the list of firms invited, if any, to imply acceptance or rejection of any proposal.

Qualifications shall also include broad knowledge of the following as it may pertain to the duties contained herein:

- Municipal and County Utilities Authority Law
- NJ Local Public Contracts Law
- N.J.A.C. Title 4A
- N.J.A.C. Title 5
- N.J.S.A. 40A:1-1, *et. seq.*
- Local Authorities Fiscal Control Law
- Division of Local Government policies and regulations
- New Jersey Local Bond Laws

General Information and Specifications (continued)

- New Jersey Ethics Laws
- New Jersey Gross Income Tax Act
- Internal Revenue Code and regulations

The Authority reserves the right to reject any proposal if the evidence submitted by, or the investigation of, such prospective contractor fails to satisfy the Authority that such prospective contractor properly is qualified to carry out the obligations of the contract for the work as provided and as described in this document.

**IX. Signing of Proposal Documentation.** The qualification and proposal documentation that is submitted by the prospective contractor shall be signed by the individual or on behalf of the entity to be bound by the contract.

**X. New Jersey Business Registration Certificate; Ownership Disclosure Statement; Disclosure of Investment Activities in Iran.**

**a. New Jersey Business Registration Certificate.** Business organizations or individuals doing business in New Jersey are required to register with the Department of Treasury, Division of Revenue. Under the provisions of N.J.S.A. 52:32-44b(1), contractors shall provide the Authority a copy of their New Jersey Business Registration Certification prior to award of a contract by the Authority. Therefore, it is strongly recommended that prospective contractors include with their proposal a copy of their New Jersey Business Registration Certificate at the time that their proposal is submitted to the Authority.

**b. Ownership Disclosure Statement.** Prospective contractors are required to comply with the requirements of the Public Law, 1975, C.127 N.J.S.A. 34:11-56.25 et. seq. as amended in Chapter 64 of the Laws of 1974 and P.L. 1977 Ch. 33, N.J.S.A. 52:25-24.2 which requires a statement setting forth the names and addresses of all stockholders in the corporation or partnership who own 10% or more of its stock, of any class, or of all individual partners in the partnership who own 10% or greater interest therein, as the case may be. An Ownership Disclosure Statement is annexed.

**c. Disclosure of Investment Activities in Iran.** Prospective contractors are required to comply with the requirements of P.L. 2012, c.25 and N.J.S.A. 40A:11-2.1 which require that any person or entity that submits a bid or proposal or otherwise proposes to enter into or renew a contract with a local contracting unit must complete a certification attesting, under penalty of perjury, that the person or entity, or one of the person or entity's parents, subsidiaries or affiliates is not identified on a list created or maintained by the New Jersey Department of the Treasury as a person or entity engaging in investment activities in Iran. A Certification is annexed.

**XI. Miscellaneous.**

- a. Nothing herein shall be construed as an obligation on the part of the Authority to award the subject contract under the fair and open procedures described above and the Authority, after review of qualifications and proposals that have been submitted, if deemed to be in the best interests of the Authority, specifically reserves the right to award the subject contract by utilizing the non-fair and open procedures that are set forth at N.J.S.A. 19:44A-20.5, *et. seq.*
- b. All contracts awarded by the Authority shall be governed by and interpreted in accordance with the Laws of the State of New Jersey.
- c. The Authority may, at any time upon immediate notice in its discretion, terminate the Contract with or without cause. In the event the Authority elects to terminate the Contract for reasons not the fault of Bond Counsel, then Bond Counsel shall be entitled to compensation for services performed to date of termination which have been accepted to the satisfaction of the Authority.
- d. For additional information contact: Sharon Otto, Authority Secretary, Lower Township Municipal Utility Authority, 2900 Bayshore Road, Villas, New Jersey, 08251, Telephone: 609-886-7146.

**XII. Proposal Documents Checklist.** Prospective Contractors are required to submit an original plus two copies of all of the following documents:

- \_\_\_\_\_ Proposal in the form described above.
- \_\_\_\_\_ Ownership Disclosure Statement
- \_\_\_\_\_ Disclosure of Investment Activities in Iran
- \_\_\_\_\_ New Jersey Business Registration Certificate (Prior to award of contract)
- \_\_\_\_\_ Resumes or curricula vitae of all individuals who will perform services under the contract
- \_\_\_\_\_ Proposed contract

**Where a form is provided by the Authority with these Specifications, prospective contractors are required to utilize the form supplied and substitutions will not be accepted. If more space is needed to complete any form that is supplied than has been provided in the form then extra pages are to be attached to the form for which extra space is needed.**

General Information and Specifications (continued)

**Pursuant to the provisions of N.J.S.A. 52:32-44b(1), contractors shall provide to the Authority a copy of their New Jersey Business Registration Certificate to the Authority prior to award of a contract.**

**STATEMENT OF OWNERSHIP DISCLOSURE**

N.J.S.A. 52:25-24.2 (P.L. 1977, c.33, as amended by P.L. 2016, c.43)

**This statement shall be completed, certified to, and included with all bid and proposal submissions. Failure to submit the required information is cause for automatic rejection of the bid or proposal.**

**Name of**

**Organization:** \_\_\_\_\_

**Organization**

**Address:** \_\_\_\_\_

**Part I Check the box that represents the type of business organization:**

- Sole Proprietorship (skip Parts II and III, execute certification in Part IV)
- Non-Profit Corporation (skip Parts II and III, execute certification in Part IV)
- For-Profit Corporation (any type)     Limited Liability Company (LLC)
- Partnership     Limited Partnership     Limited Liability Partnership (LLP)
- Other (be specific): \_\_\_\_\_

**Part II**

- The list below contains the names and addresses of all stockholders in the corporation who own 10 percent or more of its stock, of any class, or of all individual partners in the partnership who own a 10 percent or greater interest therein, or of all members in the limited liability company who own a 10 percent or greater interest therein, as the case may be. **(COMPLETE THE LIST BELOW IN THIS SECTION)**

**OR**

- No one stockholder in the corporation owns 10 percent or more of its stock, of any class, or no individual partner in the partnership owns a 10 percent or greater interest therein, or no member in the limited liability company owns a 10 percent or greater interest therein, as the case may be. **(SKIP TO PART IV)**

(Please attach additional sheets if more space is needed):

Name of Individual or Business Entity	Home Address (for Individuals) or Business Address
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**Part III DISCLOSURE OF 10% OR GREATER OWNERSHIP IN THE STOCKHOLDERS, PARTNERS OR LLC MEMBERS LISTED IN PART II**

**If a bidder has a direct or indirect parent entity which is publicly traded, and any person holds a 10 percent or greater beneficial interest in the publicly traded parent entity as of the last annual federal Security and Exchange Commission (SEC) or foreign equivalent filing, ownership disclosure can be met by providing links to the website(s) containing the last annual filing(s) with the federal Securities and Exchange Commission (or foreign equivalent) that contain the name and address of each person holding a 10% or greater beneficial interest in the publicly traded parent entity, along with the relevant page numbers of the filing(s) that contain the information on each such person. Attach additional sheets if more space is needed.**

<b>Website (URL) containing the last annual SEC (or foreign equivalent) filing</b>	<b>Page #'s</b>

**Please list** the names and addresses of each stockholder, partner or member owning a 10 percent or greater interest in any corresponding corporation, partnership and/or limited liability company (LLC) listed in Part II **other than for any publicly traded parent entities referenced above.** The disclosure shall be continued until names and addresses of every noncorporate stockholder, and individual partner, and member exceeding the 10 percent ownership criteria established pursuant to N.J.S.A. 52:25-24.2 has been listed. **Attach additional sheets if more space is needed.**

<b>Stockholder/Partner/Member and Corresponding Entity Listed in Part II</b>	<b>Home Address (for Individuals) or Business Address</b>


**Part IV Certification**

I, being duly sworn upon my oath, hereby represent that the foregoing information and any attachments thereto to the best of my knowledge are true and complete. I acknowledge: that I am authorized to execute this certification on behalf of the bidder/proposer; that the *<name of contracting unit>* is relying on the information contained herein and that I am under a continuing obligation from the date of this certification through the completion of any contracts with *<type of contracting unit>* to notify the *<type of contracting unit>* in writing of any changes to the information contained herein; that I am aware that it is a criminal offense to make a false statement or misrepresentation in this certification, and if I do so, I am subject to criminal prosecution under the law and that it will constitute a material breach of my agreement(s) with the, permitting the *<type of contracting unit>* to declare any contract(s) resulting from this certification void and unenforceable.

Full Name (Print):		Title:	
Signature:		Date:	

**LOWER TOWNSHIP MUNICIPAL UTILITIES AUTHORITY  
DISCLOSURE OF INVESTMENT ACTIVITIES IN IRAN**

RFP Title: \_\_\_\_\_ Proposer: \_\_\_\_\_

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**PART 1: CERTIFICATION**

Pursuant to Public Law 2012, c. 25, any person or entity that submits a bid or proposal or otherwise proposes to enter into or renew a contract must complete the certification below to attest, under penalty of perjury, that the person or entity, or one of the person or entity's parents, subsidiaries, or affiliates, is not identified on a list created and maintained by the New Jersey Department of the Treasury as a person or entity engaging in investment activities in Iran. If the Department of Treasury finds a person or entity to be in violation of the principles which are the subject of this law, action shall be taken as may be appropriate and provided by law, rule or contract, including but not limited to, imposing sanctions, seeking compliance, recovering damages, declaring the party in default and seeking debarment or suspension of the person or entity. **Failure to complete the certification will rendered a respondent's proposal as non-responsive.**

**I certify, pursuant to Public Law 2012, c. 25, that the person or entity listed above, for which I am authorized to submit a proposal, nor any of the proposer's parents, subsidiaries, or affiliates (check each box if appropriate):**

is not providing goods or services of \$20,000,000 or more in the energy sector of Iran, including a person or entity that provides oil or liquefied natural gas tankers, or products used to construct or maintain pipelines used to transport oil or liquefied natural gas, for the energy sector of Iran, **AND**

is not a financial institution that extends \$20,000,000 or more in credit to another person or entity, for 45 days or more, if that person or entity will use the credit to provide goods or services in the energy sector in Iran.

In the event that a person or entity is unable to make the above certification because it or one of its parents, subsidiaries, or affiliates has engaged in the above-referenced activities, a detailed, accurate and precise description of the activities must be provided in Part 2 below to the Lower Township Municipal Utilities Authority under penalty of perjury. Failure to provide such will result in the proposal being rendered as non-responsive and appropriate penalties, fines and/or sanctions will be assessed as provided by law.

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**PART 2: PLEASE PROVIDE FURTHER INFORMATION RELATED TO INVESTMENT ACTIVITIES IN IRAN**

Where appropriate, provide a detailed, accurate and precise description of the activities of the proposer, or one of its parents, subsidiaries or affiliates, engaging in the investment activities in Iran outlined above by completing the boxes below. Please provide thorough answers to each question. Provide an attachment if you need to make additional entries.

Name: \_\_\_\_\_ Relationship to Proposer: \_\_\_\_\_

Description of Activities: \_\_\_\_\_

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Duration of Engagement: \_\_\_\_\_ Anticipated Cessation Date: \_\_\_\_\_

Proposer Contact Name: \_\_\_\_\_ Contact Phone Number: \_\_\_\_\_

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**PART 3: CERTIFICATION**

I, being duly sworn upon my oath, hereby represent and state that the foregoing information and any attachments thereto to the best of my knowledge are true and complete. I attest that I am authorized to execute this certification on behalf of the above-referenced person or entity. I acknowledge that the Lower Township Municipal Utilities Authority is relying on the information contained herein and thereby acknowledge that I am under a continuing obligation from the date of this certification through the completion of any contracts with the Authority to notify the Authority in writing of any changes to the answers of information contained herein. I acknowledge that I am aware that it is a criminal offense to make a false statement or misrepresentation in this certification, and if I do so, I recognize that I am subject to criminal prosecution under the law and that it will also constitute a material breach of my agreement(s) with the Lower Township Municipal Utilities Authority and that the Authority at its option may declare any contract(s) resulting from this certification void and unenforceable.

Full Name (Print): \_\_\_\_\_ Signature: \_\_\_\_\_

Title: \_\_\_\_\_ Date: \_\_\_\_\_