

The City of Spanish Fort, Alabama

UNDERWRITER REQUEST FOR PROPOSALS

Dated: January 13, 2023

OVERVIEW

The City of Spanish Fort, Alabama (the “City”), an Alabama municipal corporation, is soliciting responses from a limited number of investment banking and underwriting firms (“Firms”) to serve as underwriter for the City’s General Obligation Warrants, Series 2023 (the “Bonds”). The City intends to select one Firm to serve as underwriter for the Bonds. The City intends to retain Hand Arendall Harrison Sale LLC to act as bond counsel.

DESCRIPTION OF THE BONDS

The Bonds will be issued for the purpose of financing the costs of the planning, design and construction of a fire station; public parks and recreation expansion, renovation and improvements; storage facilities; dog parks; master planning for facilities and parks; and any and all costs and expenses related thereto (the “Capital Improvements”), including financing the costs of issuing the Bonds.

SECURITY FOR PAYMENT

The Bonds will be general obligations warrants of the City.

ADDITIONAL INFORMATION ABOUT THE CITY

Further information respecting the City is presented in its Audited Financial Statements for the fiscal year that ended September 30, 2021. The audit for the fiscal year that ended September 30, 2022, has not been completed at this time. This report may be obtained from Rebecca A. Gaines, City Clerk/Treasurer, at (251) 626-4884 or cityclerk@cityofspanishfort.com. Additional information about the City can be found at <http://cityofspanishfort.com> or by contacting the City Clerk/Treasurer.

TAXATION

In the opinion of Bond Counsel, the Bonds will be considered a tax-exempt obligation for Federal Income Tax purposes. The Bonds will not be “bank qualified”.

In the opinion of Bond Counsel, the interest income on the Bonds will be exempt from present Alabama income taxation.

LEGAL OPINION

Simultaneously with the delivery of the Bonds, the City will provide an opinion from Hand Arendall Harrison Sale LLC, addressed to it and dated the date of the delivery of the Bonds, addressing the validity of the Bonds.

SCHEDULE

The following is the tentative schedule for the City’s selection of a Firm to serve as underwriter for the Bonds. This schedule is subject to modification by the City.

Issuance of RFP:	January 13, 2023
RFP Questions Due:	January 20, 2023 at 3:00 p.m. Central
RFP Response to Questions Due:	January 27, 2023 at 3:00 p.m. Central
RFP Response Deadline:	February 3, 2023 at 3:00 p.m. Central

REQUEST FOR PROPOSAL

Responses should contain direct answers to the following questions or request for information, and responses should be organized such that the specific question being responded to is readily identifiable. Answers should be as thorough and detailed as possible so that those reviewing the response may properly evaluate your capabilities to provide the required services. Firms are required to respond to the following questions and request for information.

1. **Differentiation.** How would your firm differentiate itself in services and pricing of the Bonds? Describe any unique features to your marketing and distribution strategy, including a discussion on your presence in the state of Alabama and your firm's capabilities to market the Bonds to Alabama investors.
2. **Conflicts.** Describe any conflicts of interest relevant to the City. In addition, provide a statement of commitment to disclose future, actual or potential conflicts of interest.
3. **Litigation.** Please identify any material litigation, disciplinary actions, harassment cases or penalties, and administrative proceedings affecting your firm or involving allegations of securities law violations by the firm in the past three years and the disposition of such litigation, actions, penalties or proceedings. Provide information for any investigations which concluded in an enforcement or disciplinary action ordered or imposed within the last three years.
4. **Fee Proposal.** Please identify the gross spread(s) to which the firm would commit as a not-to-exceed number for the recommended plan of finance.
 - a) Please provide a breakout of the components of the underwriter's discount including takedown, management fee, underwriters counsel, if any, and all other expenses;
 - b) Please provide a break-out of expenses;
 - c) If Underwriter Counsel will be required, please provide the name of the law firm that you would propose to hire as underwriter's counsel for this transaction and the fee (or not to exceed fee) if to be paid by the City.

ADMINISTRATIVE SPECIFICATIONS

1. The proposal should be limited to five (**5**) pages, excluding appendices. A summary or description of each attached appendix should be included in the body of the proposal.
2. Firms responding to this RFP that have questions related to this RFP must email their questions to Rebecca A. Gaines, City Clerk/Treasurer, at cityclerk@cityofspanishfort.com. Questions should be sent no later than Friday, January 20, 2023, at 3:00 p.m. Central. Written responses to questions and clarification will be distributed as soon as possible.
3. Please submit an electronic copy of the proposal by **3:00 p.m. on February 3, 2023**, to the City Clerk/Treasurer as noted below:

The City of Spanish Fort, Alabama
 Rebecca A. Gaines
 City Clerk/Treasurer
cityclerk@cityofspanishfort.com

4. Include the name of the individual of the proposer who will be the City's primary contact in regard to this RFP.
5. The City reserves the right to reject any or all responses and to waive any irregularities in any proposal.

6. Relative to the Municipal Advisor rules effective July 1, 2014, please consider this Request for Responses to qualify as meeting the following permissible exemption:

Exemption for any person providing a response in writing or orally to a request for proposals or qualifications from a municipal entity or obligated person for services in connection with a municipal financial product or the issuance of municipal securities.

All responses received by the deadline will be evaluated by representatives of the City. The selection process will consider any and all factors deemed relevant.