

City of Parkville, Missouri

REQUEST FOR PROPOSALS
TO SERVE AS
SENIOR MANAGING UNDERWRITER

\$3,415,000 (estimated)
Refunding Certificates of Participation, Series 2015

DATE OF RFP: August 26, 2015

RESPONSES DUE BY: September 9, 2015, 5:00 PM, CT

WRITTEN REQUESTS FOR INFORMATION
RELATED TO THIS RFP
SHOULD BE DIRECTED TO:

Tom Kaleko, Senior Vice President
Springsted Incorporated
816.333.7294
tkaleko@springsted.com

WRITTEN RESPONSES TO THIS RFP SHOULD BE DIRECTED TO:

Ms. Lauren Palmer, City Administrator
City of Parkville
8880 Clark Avenue
Parkville, MO 64152

**City of Parkville, Missouri
(the "City" or the "Issuer")**

**REQUEST FOR PROPOSALS (the "RFP")
TO SERVE AS SENIOR MANAGING UNDERWRITER (the "Underwriter")**

**\$3,415,000 (estimated)
Refunding Certificates of Participation, Series 2015
(the "Series 2015 Certificates")**

Introduction

The purpose of the RFP is to secure investment banking services associated with the issuance of certificates of participation to refund the City's Certificates of Participation, Series 2006 (the "Prior Certificates").

The City retains the option to name co-managing underwriters in consultation with the Underwriter.

The City is seeking summary proposals, not exceeding 20 pages plus exhibits, from qualified investment banking firms.

BACKGROUND

General Information about the City

The City of Parkville, Missouri (the "City"), is a fourth-class city organized and existing under the laws of the State of Missouri. The City is located approximately 10 miles north of downtown Kansas City, Missouri, in Platte County, Missouri. Platte County, Missouri is in the northwest portion of the State of Missouri. In 1990 the City had 2,402 residents. By 2000 the City had 4,059 residents. The most recent U.S. Census estimate for the City's population is 5,928. Approximately seventy-three percent of the housing units in the City are comprised of single-family structures.

The City is governed by a Mayor/Board of Aldermen form of government and exercises powers of a fourth class city, as specifically granted by the State of Missouri. The City's Board of Aldermen is composed of eight members who are elected for staggered two-year terms without restriction as to reelection. Two Aldermen are elected from each of four wards. The Mayor is elected at large for a two-year term without restriction as to reelection. The Mayor presides over meetings of the Board of Aldermen. The Board of Aldermen establishes utility user fees and tax rates and authorizes all municipal indebtedness. The City Administrator and City Treasurer work with the Mayor and Board of Aldermen in preparing the budget each year. The Board of Aldermen establishes tax rates and user fees to support the budget. As required by state law, the aggregate City budget may not include any expenditure in excess of anticipated revenues. The City's fiscal year ends on December 31.

Other Related Information about the City

To obtain a copy of the Official Statement for the Prior Certificates and copies of the City's audited financial statements, visit emma.msrb.org and use the CUSIP 701527.

Refunding

The Certificates will be used to (i) refund on a current basis the 2016 through 2027 maturities of the Prior Certificates, dated April 15, 2006 and (ii) pay the costs of issuance. The Prior Certificates financed new capital improvement projects and refunded, on an advance basis, the City's Certificates of Participation, Series 2004. Projects financed through the Prior Certificates include; construction of a new city hall, construction of a public parking lot, Rush Creek stabilization, and land acquisition for capital improvements. Note that a debt service reserve will not be funded for the Certificates. The first call date for the Prior Certificates is March 1, 2016. The refunding will be structured to achieve level savings over the original term of the Prior Certificates.

Certificate Detail

Security: The Certificates will be special, limited obligations of the City payable from lease payments (the "Lease Payments") from the City to the Trustee pursuant to a lease agreement (the "Lease"). A new Site Lease, Lease and Indenture will be authorized for the Certificates. The Lease Payments with regard to the Prior Certificates have been funded from general revenues of the City and a special operating levy approved by the voters in 2004. The special operating levy expires in 2025 and authorizes the City's operating levy to increase to a maximum of \$0.6753 cents per \$100 of valuation. The current temporary operating levy rate is \$0.1749, slightly below the authorized maximum of \$0.19 due to statutory limitations.

No specific revenue source, including the special operating levy, will be pledged to the payment of the Certificates. The taxing powers of the City are not pledged to the payment of the Certificates. The Lease Payments are subject to annual appropriation by the Board of Aldermen.

Tax Status and Bank Qualification

It is expected that the Certificates will be tax-exempt securities and considered bank qualified.

Credit Rating

The Prior Certificates were insured by Assured Guaranty Corp. and included a debt service reserve fund. The Prior Certificates currently have an underlying rating of 'AA-' by Standard and Poor's and have an insured rating by Moody's of 'A3' and Standard and Poor's of 'AA.'

Primary Disclosure

The Financial Advisor will be primarily responsible for the production of the Preliminary Official Statement and Official Statement. All members of the Financing Team, the Underwriter, and, if applicable, the Underwriter's Counsel will participate in development of the Official Statement.

Financial Advisor and Bond Counsel

Respondents should be aware the City has retained other professional advisors to assist in the completion of the financing. These advisors and their general areas of responsibility are as follows:

Financial Advisor

Springsted Incorporated
Tom Kaleko, Senior Vice President
9229 Ward Parkway, Suite 104
Kansas City, MO 64114

Bond Counsel

Gilmore & Bell, P.C.
Richard C. McConnell, Attorney
2405 Grand Boulevard, Suite 1100
Kansas City, MO 64108-2521

Issuer's Counsel

Stinson Leonard Street LLP
Stephen P. Chinn, City Attorney
1201 Walnut Street, Suite 2900
Kansas City, MO 64106-2150

Scope of Underwriter Services

The services required of the Underwriter are generally defined as follows:

- Work with members of the City's financing team
- Provide input regarding the structure of the Certificates and insight into how best to present the Certificates to investors
- Assist in the structuring of the transaction and the terms of sale
- Contribute to the discussion on credit ratings and any need for credit enhancement
- Assist in the development of all sale related documentation
- Lead the marketing and underwriting of the Certificates, performing those functions customary to the position of senior managing underwriter
- Assist in the coordination of services provided by other agents in the sale process
- Assist in the closing and certificate settlement process
- Assist the City in any other steps necessary to complete the transaction

Receipt of Proposals

All proposals must be in writing. Please provide a total of five (5) hard copies of the proposal. Two (2) hard copies should be submitted directly to the City's financial advisor. The balance of the proposals should be sent to:

Mrs. Lauren Palmer, City Administrator
City of Parkville
8880 Clark Avenue
Parkville, MO 64152

Sealed proposals should be clearly marked with the RFP title, as well as the name of the firm. Proposals must be received by 5:00 p.m. CT, September 9, 2015. Proposers should also provide the City with one electronic copy of the proposal on a flash drive or CD.

*Late proposals, facsimile or electronically delivered proposals will be **NOT** accepted.*

Questions on the Proposal and Contact with the City

All questions regarding this proposal should be in writing via e-mail and directed to:

Mr. Tom Kaleko, Springsted Incorporated
tkaleko@springsted.com

Questions should be submitted no later than 5:00 pm, CT, September 2, 2015.

No City staff person, elected official or other professional advisors should be contacted during the solicitation process unless you are specifically directed to do so. The City reserves the right to reject the proposal of any respondent failing to comply with this provision and the risk of receipt of misinformation that could result will be borne solely by such respondent. All questions received and their answers will be provided in writing to each firm known to be in receipt of this Request for Proposal in accordance with the calendar stated below.

Representatives of any firm contacting City officials without prior approval will be automatically excluded from any further consideration for selection.

Underwriter Selection Calendar

The following timeline is anticipated for the selection process:

Date	Event
August 26, 2015	Distribution of Request for Proposals
September 2, 2015	Last day for respondents to submit written questions
September 4, 2015	Final day responses to questions will be provided
September 9, 2015	Written proposals due before 5:00 p.m. CT
September 14 – 18, 2015	City evaluation. Interviews conducted, as needed
September 21, 2015	Approval of Investment Banking Agreement by the Finance Committee
October 6, 2015	Approval of Investment Banking Agreement by the Board of Aldermen

Proposal Design and Content

Proposals should be brief and responsive to the content points listed herein. Please note the twenty (20) page limitation.

1. Transmittal Letter

2. General Description of Firm and Assigned Principal Personnel

For each of the individuals assigned to work on this transaction, describe their role and include a brief biography.

3. Relevant Experience

Provide a list of comparable transactions completed over the past two years for which the person assigned as lead to Parkville also served as the lead.

4. Issue Marketing

Describe the marketing approach for the Certificates which you believe will result in the greatest savings to the City. Explain why your firm is best suited to provide this marketing approach.

5. Pricing Indication

Current estimated pricing level including the (i) earliest optional par call date, (ii) coupons, (iii) reoffering yields, with the MMD AAA scale as of September 1, 2015 as reference, and (iv) whether you anticipate using term maturities;

6. Notice of Litigation and/or Regulatory Actions

Provide information regarding any filed, pending or threatened litigation during the past five years against your firm involving any federal, state or local government unit or instrumentality. List any regulatory actions, concluded or underway, taken against your firm in the past five years. If reference is made to the firm's Form BD, provide a copy as an attachment or a direct Internet link.

7. Potential Conflicts of Interest

Describe any current or historical engagement or relationship with any public or private party that could potentially create a conflict of interest with the Issuer or related entities and how those would be mitigated.

8. Fees

Using a format similar to Exhibit 1, please submit a fee proposal for this transaction assuming an 'AA-' rated transaction.

Selection Process

The City and its consultants intend to review the proposals upon receipt. The proposal submitted will be the primary document on which each Respondent will be evaluated. On-site or telephone interviews with one or more firms will be conducted if the City determines such interviews will be helpful to the selection process.

The City reserves the right to select or reject any or all proposals submitted, to waive any formal proposal requirements, to investigate the qualifications and experience of any Respondent, to reject any provisions in any

proposal, to obtain new proposals, to negotiate the requested services and contract terms with any Respondent, or to proceed to do the work otherwise.

The City reserves the right to retain all proposals and information submitted and to use in the Certificate issue any idea or concept contained in any submitted information, regardless of whether that firm is selected. Submittal of a proposal indicates acceptance by the Respondent of all these terms and conditions.

The City will use the following criteria in evaluating the Proposals and making its subsequent selection:

- a. Experience of the firm and the primary staff representatives in structuring and marketing comparable obligations
- b. The quality of the firm's presentation with regard to the marketing and anticipated pricing of the Certificates
- c. City's judgment of that firm best able to market the Certificates to achieve its goals
- d. Cost

General Conditions

1. Nothing in this RFP, the proposal, or the City's acceptance of a proposal and designation of Underwriter shall obligate the City to complete the negotiations with the Underwriter. The City will have the right to end negotiations and/or designate other underwriters at any time up to approval and execution of a Certificate Purchase Agreement between the City and the Underwriter, at which time the terms of the Certificate Purchase Agreement will prevail for the agreement.
2. The City is not responsible for any costs incurred by Respondents in preparing responses or attending meetings during the selection process.
3. Any restrictions on the use of data contained within a proposal must be clearly stated in the proposal itself.

SIGNATURES

By submission of this proposal, the undersigned certifies that the Respondent has the full authority to execute the services and to execute any resulting contract awarded as the result of, or on the basis of, the response.

I hereby certify that the attached response has been prepared in compliance with the specifications.

Authorized Representative: _____

Signature: _____

Title: _____

Address: _____

County: _____

State: _____

Zip: _____

Phone: _____

Fax: _____

E-Mail: _____

EXHIBIT 1
CERTIFICATE OF PARTICIPATION COMPENSATION PROPOSAL

The format of the compensation proposal should generally be as follows

Fee Proposal to Parkville, Missouri

Compensation proposals should be quoted in 'per certificate' or rate per \$1,000 of certificates issued, where possible.

Name of Firm _____

Management Fee _____ per certificate

Takedown _____ per certificate

Expenses _____ per certificate, or

Clear statement of which expenses are to be reimbursed.

Total \$ _____ **per certificate**

Underwriter's Counsel

If underwriter's counsel is required, please state any related compensation to be funded from the transaction, as well as the treatment of any related expenses.

Name of Underwriter's Counsel (firm and attorney)

\$ _____
Underwriter's Counsel Compensation

Treatment of related expenses

Note any exceptions and conditions, as well as any additional comments, below.

Name (title)

Date

Firm Name