

REQUEST FOR PROPOSAL

FOR

BOND COUNSEL

BOROUGH of PINE HILL

**SUBMISSION DEADLINE
AT WHICH TIME PROPOSALS WILL BE OPENED IS**

**December 7, 2021
10:00 A.M.**

ADDRESS ALL PROPOSALS TO:

**BUSINESS ADMINISTRATOR
BOROUGH of PINE HILL
45 W. 7th AVENUE
PINE HILL, NJ 08021**

GENERAL INFORMATION & SUMMARY

ORGANIZATION REQUESTING PROPOSAL

BOROUGH OF PINE HILL
45 W. 7TH AVE
PINE HILL, NJ 08021

CONTACT PERSON

Please direct all questions in writing to:

Borough of Pine Hill
45 W. 7th Avenue
Pine Hill, New Jersey 08021
Attention: Professional Services RFP for 2022
Business Administrator
Phone: (856) 783-7400
Fax: (856) 783-5388
E-Mail: jgreer@pinehillboronj.com

PURPOSE OF REQUEST

The Borough of Pine Hill desires to appoint an attorney or firm who will be the primary legal representative of the Borough in all matters relating to the Borough. Applicant should demonstrate knowledge of municipal bond and finance law.

PERIOD OF CONTRACT

One (1) year from date of award.

CONTRACT FORM

The successful proposer shall be required to execute the Borough's form contract, which includes the indemnification, insurance, termination, and licensing provisions set forth in this RFP.

It is also agreed and understood that the acceptance of the final payment by Contractor shall be considered a release in full of all claims against the Borough arising out of, or by reason of, the work done, and materials furnished under this Contract.

**DETAILED REQUIREMENTS OF THE
REQUEST FOR PROPOSAL FOR BOND COUNSEL SERVICES**

SCOPE OF SERVICES:

Any persons or firms interested in providing professional services to the Borough of Pine Hill (“Borough”) as defined in the New Jersey Statutes, N.J.S.A. 40A:11-2(6).

1. **Appointment of Borough Bond Counsel.** A Borough Bond Counsel shall be appointed by the Borough Council (hereinafter the “Council”) pursuant to general law, by a majority vote of its membership for a term of one (1) year from the first day of January in the year of his appointment and until his successor is appointed and qualified. He shall receive such compensation as may be agreed upon and determined by the Council.

2. **Duties.**

The Bond Counsel shall:

- A. Provide legal services on general public finance matters, i.e., preparation of bond ordinances, etc.
- B. Provide legal services in connection with the issuance of short-term obligations, as set forth in Section D below.
- C. Provide legal services in connection with the issuance of long-term obligations, as set forth in Section D below.
- D. 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.
 1. Meet with Borough officials, including its counsel, auditor, and others, as often as necessary for the issuance of the Bonds or Notes and items related thereto.
 2. 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.
 3. Attend meetings with rating agencies and/or insurance companies, as necessary, to assist in obtaining a credit rating for the Bonds or Notes.

4. Prepare all applications and filings and appear before the appropriate state agencies, if necessary, in connection with the sale of the Bonds or Notes.
5. 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 Borough 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:
 1. The Bonds or Notes are legal, valid, and binding obligations of the Borough enforceable in accordance with the terms thereof; and
 2. Subject to certain limitations which may be expressed in the opinion, the interest on the Bonds or Notes will be:
 - a. excluded from gross income for federal income tax purposes; and
 - b. exempt from New Jersey income tax.
6. In rendering opinions, Bond Counsel will rely upon the certified proceedings and other certifications of Borough officials and other persons furnished to us without undertaking to verify the same by independent investigation
7. Bond Counsel does not advocate the interests of the Borough or any other party in the transaction. Bond Counsel assumes that the Borough will be represented by its counsel and other parties to the transaction will retain such counsel as they deem necessary and appropriate to represent their interest.
8. Provide legal services related to the activities of the Borough's Redevelopment Entity.

**APPLICANT'S/PROPOSER'S RESPONSIBILITY IN RESPONDING TO BOROUGH'S
REQUEST FOR PROPOSALS FOR PROFESSIONAL SERVICES**

1. Must be licensed to practice law in the State of New Jersey and eligible to appear before all state and federal courts and administrative offices of the State of New Jersey for a period of not less than ten (10) years preceding appointment.
2. Must have a minimum of ten (10) years' experience representing municipal entities in connection with the approval of bond ordinances and the issuance of municipal bonds and/or notes.
3. Must have sufficient support staff to provide all services required by the Borough including, but not limited to, the preparation of all documents necessary and incidental to the issuance of bonds and other municipal obligations.
4. Must list past and present public entities represented as Bond Counsel.
5. Proposed cost of the service(s) or activities, including the hourly rate of individuals who will perform the services or activities. The proposed cost should include:
 - a. Meetings.
 - b. Site visits and expenses.
 - c. Expenses for travel, postage and telephone excluded from the hourly rate.
 - d. Additional services defined beyond the scope of regular services.
6. **Insurance.** The applicant/proposer, as a member of a profession which is subject to suit for professional malpractice, shall provide documentation that insurance for professional liability/malpractice coverage with limits as to liability acceptable to the Borough.
7. **Law Against Discrimination and Affirmative Action.** The applicant/proposer as a "professional" shall file a statement as to compliance with N.J.S.A. 10:5-1 et. seq. (Laws Against Discrimination) and P.L. 1975, c.127 (Affirmative Action).
8. Non-Collusion Affidavit.
9. The applicant/proposer shall submit three (3) copies of their proposal for review and consideration by the Borough Administrator and Mayor and Borough Council.
10. The checklist, affidavits, notices and the like presented at the end of this Request for Proposal are a part of this Request for Proposal and shall be completed and submitted as part of this proposal.

BASIS for AWARD CONTRACT/AGREEMENT for PROFESSIONAL SERVICES

The Borough shall award all professional service contracts or agreements based on qualification, merit, and cost competitiveness. Selection criteria will include:

1. Qualifications of the individual or firms who will perform the service or activity.
2. Experience and references.
3. Ability to perform the service or activity in a timely fashion, including staffing and the staff's familiarity of the service or activity.
4. Cost Competitiveness.
5. The Borough reserves the right to conduct an interview or interviews with the prospective Professional to discuss the scope of the professional services as outlined in the applicant's/proposer's proposal.
6. All awards or waivers will be by resolution acted on by the Borough at a Borough Council meeting.
7. All awards are subject to availability of funds.
8. This policy will include, but not be limited to, all of the above listed requirements.

REQUEST FOR PROPOSAL CHECKLIST

THIS CHECKLIST MUST BE COMPLETED AND SUBMITTED WITH YOUR PROPOSAL:

Please initial below, indicating that your proposal includes the itemized document.

**A PROPOSAL SUBMITTED WITHOUT THE FOLLOWING DOCUMENTS
IS CAUSE FOR REFUSAL**

- | | INITIAL
BELOW |
|---|--------------------------|
| A. An original with two (2) signed copies of your complete proposal and one electronic copy. | _____ |
| B. Non-Collusion Affidavit properly notarized | _____ |
| C. Public Disclosure Statement, properly notarized, listing the names of all persons owning ten (10) percent or more of the proposing entity. | _____ |
| D. Authorized signatures on all forms. | _____ |
| E. Business Registration Certificate(s) Must be submitted prior to award | _____ |
| F. Americans with Disabilities Form | _____ |
| G. Disclosure of Investment Activities in Iran Form | _____ |
| H. Pay-to-Play Certification | |

Note: N.J.S.A 52:32-44 provides that the Borough shall not enter into a contract for goods or services unless the other party to the contract provides a copy of its business registration certificate for the State of New Jersey, and the business registration certificate of any subcontractors, at the time that it submits its proposal. The contracting party must also collect the state use tax where applicable.

**THE UNDERSIGNED HEREBY ACKNOWLEDGES
THE ABOVE LISTED REQUIREMENTS.**

NAME OF PROPOSER:

Person, Firm or Corporation

BY: _____ (NAME) _____ (TITLE)

EXHIBIT A

MANDATORY EQUAL EMPLOYMENT OPPORTUNITY LANGUAGE N.J.S.A. 10:5-31 et seq. (P.L. 1975, C. 127) N.J.A.C. 17:27

GOODS, PROFESSIONAL SERVICE AND GENERAL SERVICE CONTRACTS

During the performance of this contract, the contractor agrees as follows:

The contractor or subcontractor, where applicable, will not discriminate against any employee or applicant for employment because of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality, or sex. Except with respect to affectional or sexual orientation and gender identity or expression, the contractor will ensure that equal employment opportunity is afforded to such applicants in recruitment and employment, and that employees are treated during employment, without regard to their age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality, or sex. Such equal employment opportunity shall include, but not be limited to the following: employment, upgrading, demotion, or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. The contractor agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the Public Agency Compliance Officer setting forth provisions of this nondiscrimination clause.

The contractor or subcontractor, where applicable will, in all solicitations or advertisements for employees placed by or on behalf of the contractor, state that all qualified applicants will receive consideration for employment without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex.

The contractor or subcontractor, where applicable, will send to each labor union or representative or workers with which it has a collective bargaining agreement or other contract or understanding, a notice, to be provided by the agency contracting officer advising the labor union or workers' representative of the contractor's commitments under this act and shall post copies of the notice in conspicuous places available to employees and applicants for employment.

The contractor or subcontractor, where applicable, agrees to comply with any regulations promulgated by the Treasurer pursuant to N.J.S.A. 10:5-31 et seq., as amended and supplemented from time to time and the Americans with Disabilities Act.

The contractor or subcontractor agrees to make good faith efforts to afford equal employment opportunities to minority and women workers consistent with Good faith efforts to meet targeted Borough employment goals established in accordance with N.J.A.C. 17:27-5.2, or Good faith efforts to meet targeted Borough employment goals determined by the Division, pursuant to N.J.A.C. 17:27-5.2.

The contractor or subcontractor agrees to inform in writing its appropriate recruitment agencies including, but not limited to, employment agencies, placement bureaus, colleges,

universities, labor unions, that it does not discriminate on the basis of age, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality, or sex, and that it will discontinue the use of any recruitment agency which engages in direct or indirect discriminatory practices.

The contractor or subcontractor agrees to revise any of its testing procedures, if necessary, to assure that all personnel testing conforms with the principles of job-related testing, as established by the statutes and court decisions of the State of New Jersey, and as established by applicable Federal law and applicable Federal court decisions.

In conforming with the targeted employment goals, the contractor or subcontractor agrees to review all procedures relating to transfer, upgrading, downgrading and layoff to ensure that all such actions are taken without regard to age, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, consistent with the statutes and court decisions of the State of New Jersey, and applicable Federal law and applicable Federal court decisions.

The contractor shall submit to the public agency, after notification of award but prior to execution of a goods and services contract, one of the following three documents:

Letter of Federal Affirmative Action Plan Approval

Certificate of Employee Information Report

Employee Information Report Form AA302

The contractor and its subcontractors shall furnish such reports or other documents to the Division of Public Contracts Equal Employment Opportunity Compliance as may be requested by the office from time to time in order to carry out the purposes of these regulations, and public agencies shall furnish such information as may be requested by the Division of Public Contracts Equal Employment Opportunity Compliance for conducting a compliance investigation pursuant to **Subchapter 10 of the Administrative Code at N.J.A.C. 17:27.**

NON-COLLUSION AFFIDAVIT

STATE OF NEW JERSEY
BOROUGH OF PINE HILL

ss:

I am _____

Of the Firm of

UPON MY OATH, I DEPOSE AND SAY:

1. That I executed the said proposal with full authority so to do;
2. That this proposer has not, directly, or indirectly entered into any agreement, participated in any collusion, or otherwise taken any action in restraint of fair and open competition in connection with this engagement;
3. That all statements contained in said proposal and in this affidavit are true and correct, and made with full knowledge that the borough of Pine Hill relies upon the truth of the statements contained in said proposal and in the statements contained in this affidavit in awarding the contract for the said engagement; and
4. That no person or selling agency has been employed to solicit or secure this engagement agreement or understanding for a commission, percentage, brokerage, or contingent fee, except bona fide employees or bona fide established commercial of selling agencies of the proposer. (n.j.s.a.52: 34-25)

(Type or print name of Affiant under signature)

Subscribed and sworn to before me this _____ day of _____, 2021.

Notary public of

My Commission expires: _____ 20 _____

STOCKHOLDER DISCLOSURE CERTIFICATION
N.J.S.A. 52:25-24.2 (P.L. 1977 c.33)
FAILURE OF THE BIDDER/RESPONDENT TO SUBMIT THE REQUIRED
INFORMATION IS CAUSE FOR AUTOMATIC REJECTION

CHECK ONE:

I certify that the list below contains the names and home addresses of all stockholders holding 10% or more of the issued and outstanding stock of the undersigned.

I certify that no one stockholder owns 10% or more of the issued and outstanding stock of the undersigned.

Check which business entity applies:

- | | | |
|---|--|--|
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Corporation | <input type="checkbox"/> Sole Proprietorship |
| <input type="checkbox"/> Limited Partnership
Corporation | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Limited Liability |
| <input type="checkbox"/> Subchapter S Corporation | <input type="checkbox"/> Other _____ | |

Complete if the bidder/respondent is one of the 3 types of Corporations:

Date Incorporated: _____ Where incorporated: _____

Business Address:

Street Address	City	State	Zip
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Telephone #	Fax#	Email
-------------	------	-------

Listed below are the names and addresses of all stockholders, partners or individuals who own 10% or more of its stock of any classes, or who own 10% or greater interest therein.

Name	Home Address
------	--------------

Name	Home Address
------	--------------

Name	Home Address
------	--------------

CONTINUE ON ADDITIONAL SHEETS IF NECESSARY: Yes No

Signature: _____ Date: _____

Printed Name and Title: _____

Sworn and subscribed
before me this _____
day of _____ 20 ____

AMERICANS WITH DISABILITIES ACT
Equal Opportunities for Individuals with Disabilities

The Contractor and the Borough of Pine Hill do hereby agree that the provision of Title II of the Americans With Disabilities Act of 1990 (the "ADA") (42 U.S.C. Section 12101 et seq.), which prohibits discrimination on the basis of disability by public entities in all services, programs and activities provided or made available by public entities, and the rules and regulations promulgated pursuant thereto, are made a part of this contract. In providing any aid, benefit, or service on behalf of the Township pursuant to this contract, the Contractor agrees that the performance shall be in strict compliance with the ADA. In the event that the Contractor, its agents, servants, employees, or subcontractors violate or are alleged to have violated the ADA during the performance of this contract, the Contractor shall defend the Borough in any action or administrative proceeding commenced pursuant to this ADA. The Contractor shall indemnify, protect, and save harmless the Borough, its agents, servants, and employees from and against any and all suits, claims, losses, demands or damages of whatever kind or nature arising out of or claimed to arise out of the alleged violation. The Contractor shall, at its own expense, appear, defend, and pay any and all charges for legal services and any and all costs and other expenses arising from such action or administrative proceeding or incurred in connection therewith. In any and all complaints brought pursuant to the Borough grievance procedure, the Contractor agrees to abide by any decision of the Borough which is rendered pursuant to said grievance procedure. If any action or administrative proceeding results in an award of damages against the Borough or if the Borough incurs any expense to cure a violation of the ADA which has been brought pursuant to its grievance procedure, the Contractor shall satisfy and discharge the same at its own expense.

The Borough shall, as soon as practicable after a claim has been made against it, give written notice thereof to the Contractor along with full and complete particulars of the claim. If any action or administrative proceeding is brought against the Borough or any of its agents, servants, and employees, the Township shall expeditiously forward or have forwarded to the Contractor every demand, complaint, notice, summons, pleading, or other process received by the Township or its representatives.

It is expressly agreed and understood that any approval by the Borough of the services provided by the Contractor pursuant to this contract will not relieve the Contractor of the obligation to comply with the ADA and to defend, indemnify, protect, and save harmless the Borough pursuant to this paragraph.

It is further agreed and understood that the Borough assumes no obligation to indemnify or save harmless the Contractor, its agents, servants, employees, and subcontractors for any claim which may arise out of their performance of this agreement. Furthermore, the Contractor expressly understands and agrees that the provisions of this indemnification clause shall in no way limit the Contractor's obligations assumed in this agreement, nor shall they be construed to relieve the Contractor from any liability, nor preclude the Borough from taking any other actions available to it under any other provisions of this agreement or otherwise by law.

Name of Proposer: _____ Date: _____
(Person, Firm or Corporation)

By: _____
(NAME) (Title)

DISCLOSURE OF INVESTMENT ACTIVITIES IN IRAN

RFP Title: _____ **Proposer:** _____

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 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 render 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 entities 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 Borough of Pine Hill 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.

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: _____

Duration of Engagement: _____ Anticipated Cessation Date: _____

Proposer Contact Name: _____ Contact Phone Number: _____

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 Borough of Pine Hill 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 Borough to notify the Borough 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 Borough of Pine Hill and that the Borough at its option may declare any contract(s) resulting from this certification void and unenforceable.

Full Name (Print): _____ Signature: _____

Title: _____ Date: _____

PAY-TO-PLAY” LAW

**CERTIFICATION BY A BUSINESS ENTITY OR INDIVIDUAL
THAT HAS NOT MADE A CONTRIBUTION
THAT WOULD BAR AWARD OF A CONTRACT FOR OVER \$17,500
UNLESS AWARDED PURSUANT TO A “FAIR AND OPEN” PROCESS**

**(TO BE ATTACHED TO BID SPECIFICATIONS AND PROPOSALS FOR CONTRACTS
HAVING ESTIMATED VALUE IN EXCESS OF \$17,500 UNLESS “FAIR AND OPEN”
PROCESS IS FOLLOWED)**

(Name of Business Entity or Individual)

seeks to be awarded a contract by Pine Hill Borough and hereby certifies under penalty of perjury that such entity or individual has not made and will not make any contribution(s) that would bar the award of a contract pursuant to an act concerning campaign contributions by certain business entities seeking or holding a municipal contract (the New Jersey “Pay-to-Play Law”). This certification is made and submitted in fulfillment of the requirement of *N.J.S.A. 19:44A-20.8* of the Pay-to-Play Law which reads as follows:

Prior to awarding any contract, except a contract that is awarded pursuant to a fair and open process, a State agency in the Legislative Branch, a county or a municipality shall require the business entity to which the contract is to be awarded to provide a written certification that it has not contributed that would bar the award of a contract pursuant to this act.

Said business entity or individual has not made (and will not make) prior to January 1, 2013, and will not make during the term of the contract, reportable contributions (currently those in excess of \$300 per *N.J.S.A. 19:44A-8.d.* and *N.J.A.C. 19:25-10.2, et seq.*) to any municipal committee of a political party in Pine Hill Borough if a member of that political party is serving in an elective public office in Pine Hill Borough when the contract is awarded, or to any candidate committee of any person serving in an elective public office of Pine Hill Borough when the contract is awarded.

I hereby certify that all of the foregoing statements made by me are true; I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated:

Name:
Title:
Company: