



## COUNTY OF MILWAUKEE INTEROFFICE COMMUNICATION

Office of the Comptroller  
**Scott B. Manske, Comptroller**

DATE : November 16, 2018

TO : County Executive, Chris Abele  
Chairman, Theodore Lipscomb, Sr.

FROM : Scott B. Manske, Comptroller

SUBJECT : Contract for Bond Counsel Services

### **Request:**

The Office of the Comptroller is seeking approval to enter into a professional services contract with Quarles & Brady LLP to provide bond counsel services for a three year term beginning on January 1, 2019. The agreement will also include three additional one year options. Crump Law Firm will serve as co-bond counsel and is a certified Targeted Business Enterprise ("TBE").

### **Background:**

In March 2014, Milwaukee County entered into an agreement with Quarles & Brady LLP ("Q&B") to provide bond counsel services to the Office of the Comptroller through December 31, 2016. Crump Law Firm serves as co-bond counsel and is a certified Disadvantaged Business Enterprise (DBE).

### 2016 Request for Proposals

The Office of the Comptroller issued a Request for Proposals ("RFP") for Bond Counsel Services on September 21, 2016. The Office of the Comptroller anticipated entering into a three-year professional services agreement and anticipated including options for three one-year extensions. Only a single response was received in response to the 2016 RFP. It was decided that the existing contract with Q&B would be extended for two years (County Board File 16-648) and that a RFP would be issued in 2018.

### 2018 Request for Proposals

On July 25, 2018, the Department of Administrative Services – Procurement Division ("Procurement") issued a RFP on behalf of the Office of the Comptroller. The RFP anticipated entering into a three-year professional services contract with three additional one-year options.

The RFP was advertised in the Daily Reporter. The RFP was also noticed via the County's E-notify system and among those seventy-two law firms registered with Bonfire, the County's public procurement portal.

The scope of services included in the RFP state that the bond counsel will perform the following duties:

1. Assist in the drafting of proposed legislation or ordinances related to County debt issuance, including legislation at any level of government.
2. Review the eligibility of projects proposed for debt financing and consult with County committees and officers and staff and investment bankers or financial advisors regarding legal aspects for proposed financings.
3. Inform County officials about changes in State and Federal legislation regarding debt and tax regulations and assist the County in complying with regulations such as qualified use of proceeds and financed property, federal arbitrage rebate requirements, and project expenditure targets.
4. Prepare all proceedings and documents relating to each financing including public hearing notices, notices of sale, authorizing resolutions, closing documents and those portions of the official statement which describe the bonds within the time frames established by the Office of the Comptroller.
5. Offer general assistance in concert with the County's financial advisor to help ensure that the County complies with disclosure guidelines and advise the County with respect to "undertaking" regarding primary and secondary market disclosure.
6. Meet with representatives of the credit rating agencies or bond insurers, if required, to present information about proposed financings.
7. Upon request, provide written legal opinions in addition to the bond counsel opinions provided for the official statements for the financings.
8. Attend Finance and Audit Committee and County Board meetings, as requested, to answer questions about proposed financings proposals.
9. Prepare closing documents and supervise closing and prepare a compilation of all important documents, contracts and records associated with each financing.
10. Issue an approving opinion with respect to each financing when authorization and issuance is duly accomplished.
11. Assist County officials in evaluating alternative financing proposals from a legal perspective, as requested.
12. Perform other general services and provide advice related to debt financing as may be requested by the County throughout the year.

13. Provide assistance with continuing disclosure and compliance for bond transactions.

*Evaluation and Selection*

The County received responses from Chapman and Cutler LLP; McCall, Parkhurst, & Horton LLP; and Quarles & Brady LLP. An evaluation panel reviewed and scored the proposals. The evaluation panel reached a consensus that the highest scored proposal from Quarles & Brady LLP should be selected as the winning proposer. The primary attorney from Q&B will be Bridgette Keating. Crump Law Firm LLP, a certified TBE, will to serve as co-bond counsel. The primary attorney from Crump Law Firm LLP is Lafayette Crump.

*Hourly Rate and Estimated Expenses*

The fees for bond counsel will be paid on an hourly basis. The hourly fee for the primary attorney from Q&B is \$425 per hour. The hourly rates for other legal staff from Q&B range from \$230 to \$550 per hour. The hourly rate for the primary attorney from Crump Law Firm is \$320.

The total expenses related to bond issuances done in 2019-2021 will depend upon the number and complexity of the bond issues. It is anticipated that, on average, four or five general obligation bond issuances will be done annually in 2019-2021. It is also anticipated that two airport revenue bond issuances will be done in 2020. It is anticipated that total annual bond counsel expenses, including the TBE fees, will range from \$200,000 to \$450,000 during the period of the contract.

**Recommendation**

The Office of the Comptroller recommends adoption of the attached resolution, which authorizes and directs the Office of the Comptroller to enter into a professional services contract with Quarles and Brady LLP for the period effective January 1, 2019 through December 31, 2021 with three additional one year options. Crump Law Firm will serve as co-bond counsel and is a certified Targeted Business Enterprise.



Scott B. Manske  
Comptroller



cc: Supervisor Luigi Schmitt, Chair, Committee on Finance and Audit  
Raisa Koltun, Chief of Staff, County Executive's Office  
Kelly Bablitch, Chief of Staff, County Board  
Teig Whaley-Smith, Director, Department of Administrative Services  
Suzanne Carter, Contracts Administrator, DAS-Procurement  
Joe Lamers, Director, DAS-Performance, Strategy and Budget  
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Stephen Cady, Office of the Comptroller  
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Bridgette Keating, Partner, Quarles & Brady LLP  
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