

- REQUEST FOR PROPOSALS -

MUNICIPAL ADVISORY SERVICES

**Milwaukee County, Wisconsin
Office of the Comptroller
September 4, 2019
Official Notice: #98190015**

Proposals Due by Thursday October 9, 2019 at 5PM Central Time

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A. INFORMATION SUMMARY SHEET

Request For Proposal Title: MUNICIPAL ADVISORY SERVICES

Request For Proposal Number: 98190015

RFP Issuing Office: Milwaukee County–Office of the Comptroller

RFP Issue Date: Wednesday, September 4, 2019

Deadline for Receipt of Questions: Thursday, September 18, 2019 at 5:00 PM

RFP Proposal Receipt Deadline: Wednesday, October 9, 2019 at 5:00 PM

Service Starting Date (Projected): Wednesday, January 1, 2020

RFP Submission Location: <https://countymilwaukee.bonfirehub.com/opportunities/18391>

RFP Administrator: Suzanne Carter
 Department of Administrative Services
 Procurement Division
 633 West Wisconsin Avenue, Suite 901
 Milwaukee, WI 53203

Phone: 414-223-8112

Email: suzanne.carter@milwaukeecountywi.gov

The anticipated schedule of events is shown below:

Action	Date
Interview with selected firm(s)*	TBD
Recommendation to County Board	December 2019 - March 2020

*Interviews may be held but only at the sole discretion of the County

B. INTRODUCTION/BACKGROUND

The Milwaukee County Office of the Comptroller (Comptroller or Department) is seeking proposals for financial advisory services. The Comptroller anticipates entering into a three-year professional services agreement for January 1, 2020 through December 31, 2022 for services related to the issuance of general obligation corporate purpose bonds and general airport revenue bonds (GARBs). The Department also anticipates including options for three one-year extensions. This agreement will require review by the County Board Finance and Audit Committee and approval by the full County Board.

DESCRIPTION OF MILWAUKEE COUNTY

Milwaukee County serves as a population, economic and financial center of the state of Wisconsin. Milwaukee County is located in southeastern Wisconsin on the Lake Michigan shoreline. The County covers an area of approximately 242 square miles and consists of ten cities and nine villages. The City of Milwaukee, which acts as the County seat, contains approximately 63 percent of the County's population and 48 percent of its taxable property value. Milwaukee County's 2018 population estimate is 950,381.

Government

A County Executive and an 18-member Board of Supervisors govern Milwaukee County. The County Executive is elected to a nonpartisan four-year term and the County Supervisors are elected to nonpartisan two-year terms. Each Supervisor is elected from a district with an average population of approximately 50,000. In addition, six constitutional officers are elected to serve two-year terms on a partisan basis.

The Comptroller is the chief financial officer of the County and the administrator of the County's financial affairs. The Comptroller oversees all of the County's debt. The Comptroller also countersigns all contracts if he determines that the County has, or will have, the necessary funds. The Comptroller also provides independent fiscal analysis at the request of the County Executive or Board. Finally, the Comptroller performs all audit functions and prepares a five-year financial condition forecast for the County.

Services Provided by the County

The County's 2019 Adopted Budget of approximately \$1.2 billion is intended to provide a wide range of services in the areas of health care, human services, public safety, recreation and transportation. The County operates a number of facilities in the provision of these services including a courthouse, criminal justice facility, community correctional facility, zoo, museums, mass transit facilities, parks, recreation and cultural facilities, airports and other public works.

FINANCIAL MANAGEMENT

Budgeting

Milwaukee County has an executive budget process for the preparation of the annual operating and capital budgets. The Office of Performance, Management and Budget (DAS-PSB) of the Department of Administrative Services provides the technical assistance required by the County Executive to review budget requests submitted by County departments and agencies. The DAS-PSB compiles these requests, along with capital improvements, contingency requirements and the required tax levy. It reviews areas where changes may be considered and transmits its findings to the County Executive. The County Executive holds a public hearing with respect to the requests, meets with departments and submits a recommended budget to the County Board on or before October 1st of each year.

Subsequent to the receipt of the budget by the County Board, the County Board's Finance and Audit Committee reviews the County Executive's budget at public meetings. On the Monday following its regularly scheduled meeting on the first Thursday in November, the County Board acts on the amendments and recommendations submitted by the Finance and Audit Committee, as well as amendments submitted by individual Board members. It adopts a final budget, subject to any vetoes by the County Executive, and levies taxes based upon equalized property values.

Financial Reporting/Debt Issuance

The Office of the Comptroller reviews fiscal notes and prepares the Comprehensive Annual Financial Report (CAFR). The Office of the Comptroller is also responsible for determining the annual principal and interest requirements for the County and manages the issuance of all debt.

The Capital and Debt Monitoring Section of the Office of the Comptroller manages day to day responsibility for the issuance and administration of County debt. The staff of this section works closely with the financial advisor to accomplish the services sought in this RFP. The staff works with the municipal advisor, to determine bond eligibility for capital projects. The staff is experienced in the issuance of general obligation bonds, revenue bonds, pension obligation bonds, conduit bonds and capital leases.

Recently, Milwaukee County has sold 4-6 bond issues each year to finance corporate purpose and airport projects. Corporate purpose issues have financed improvements to the County's mass transit, highway, parks and general government facilities. The County issues general airport revenue bonds backed by passenger facility charge revenues or general airport revenues to make improvements to Timmerman Field and General Mitchell International Airport. The bonds are subject to alternative minimum tax. Airport capital improvements are also financed through a combination of Federal, State, Airport Capital Improvement Reserves and passenger facility charges (PFC) revenues.

In 2018, the County issued approximately \$27 million of "new money" corporate purpose bonds/notes and \$60 million of refunding bonds. In 2019, the County anticipates issuing approximately \$40 million of "new money" corporate purpose bonds/notes and approximately \$30 million of refunding bonds.

In 2020 or 2021, in addition to corporate purpose bonds/notes, the County anticipates issuing “new money” airport revenue bonds to finance the International Terminal Redevelopment.

C. NON-DISCRIMINATION REQUIREMENTS

In accordance with Section 56.17 of the General Ordinances of Milwaukee County, the proposer must agree not to discriminate against any employee or applicant for employment because of race, color, national origin or ancestry, age, sex, sexual orientation, gender identity and gender expression, disability, marital status, family status, lawful source of income, or status as a victim of domestic abuse, sexual assault or stalking, which shall include, but not be limited to: 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 apprenticeships. The Proposer will be required to post in conspicuous places, available for employees and applicants for employment, notices to be provided by the County setting forth the provisions of the nondiscrimination clause. A violation of this provision shall be sufficient cause for the County to terminate the agreement without liability for the uncompleted portion or for any services purchased or paid for by the Proposer for use in completing the agreement.

D. SCOPE OF SERVICES REQUESTED

The Municipal Advisor will be required to perform the following duties:

1. Make recommendations to the Office of the Comptroller on the structuring of proposed financings including amortization, term, discount, call features, etc; discuss various alternatives and recommend the best alternative considering the County’s current outstanding debt and requested five-year capital program; make recommendations to enhance bond administration, improve information disclosure, reduce issuance costs and review industry trends that may affect tax exempt debt issuance.
 2. Preparation of the Official Statement, the Official Terms of Offering and other documents as required by County staff; identify and perform tasks which are within the specialized competence of the municipal advisor; review and comment on draft copies of the preliminary and final Official Statements and make preparations for the distribution of the official statement.
 3. Work with the County’s legal counsel and capital finance team in recommending size, structure, specific terms and conditions of a debt issue; assist County officials in evaluating alternative financing proposals, as requested.
 4. Provide all computations for work performed to County.
 5. If applicable, coordinate selection of verification agent, escrow agent, and bidding agent. Pay reimbursable expenses associated with cost of issuance (excludes bond counsel fees, ratings agency fees).
 6. Annually review and compile continuing disclosure information and documentation and submit the information to the appropriate entity including to the EMMA web site. Assist the County’s capital finance team in monitoring potential “material events” and submit appropriate notices to EMMA.
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7. Review County policies relating to bond issuance and continuing disclosure.
 8. Advise County with respect to primary and secondary market disclosure.
 9. Assist County staff in rating agency presentations or investor meetings related to a particular financing.
 10. Recommend debt management strategies that will assure retention of favorable credit ratings and improvement in ratings when possible; assist in the County's presentation to the credit rating agencies.
 11. Act as an agent of the County to accept electronic, telephone and written bids for competitive financings. Evaluate, verify and recommend the best bid based on true interest costs for the bids submitted.
 12. Supervise the printing of the bonds or notes and coordinate the bidding for a registrar/fiscal agent or make arrangements for book entry securities.
 13. Assist County staff on negotiations with bond insurers and/or letter of credit providers.
 14. Assess bond market conditions at time of sale of bonds; provide information on other major national, state and local debt issuances that may coincide or compete with County sales; provide input on the calendar of County bond sales.
 15. Provide input on how to market the bonds to retail and institutional investors.
 16. Participate in bond document review sessions.
 17. Be available to answer any questions raised by the Finance and Audit Committee or other County officials concerning the bond sales or outstanding debt.
 18. Analyze any proposals for new products as they pertain to a particular financing.
 19. Prepare a comparative post sale analysis of similar financing transactions and maintain separate accounting and billing for each financing transaction.
 20. Participate in due diligence meetings.
 21. Provide an annual report to the County regarding debt management status and options for improvement, potential refundings, and future offerings.
 22. Notify the County of any litigation, threatened litigation, customer complaints, regulatory investigations or regulatory actions that relate or are alleged to relate to the types of services contemplated in this RFP.
 23. Perform arbitrage/rebate calculations
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24. Assist in reconciling payment discrepancies between the County and the Depository Trust Company.
25. Assist with request for proposals for underwriters.
26. Perform other services as may be requested by the County.

E. QUESTIONS

Proposers may submit request for clarification regarding this RFP. All questions regarding this RFP shall be made in writing, citing the RFP title or RFP number, page and section, and shall be submitted via email to the RFP Administrator or via the Bonfire project board on the Bonfire website (as identified in the Information Summary Sheet).

Questions sent to anyone other than the RFP Administrator will not be considered. **However**, for assistance related to filling out of the Targeted Business Enterprise forms or the certifying of Targeted Business Enterprise firms, proposers may contact the Certification Compliance Administrator at (414) 278-4747.

Questions must be submitted by the specific deadline as identified on the Information Summary Sheet. The RFP Administrator will not respond to any questions received after this date and time. Milwaukee County, at its sole discretion reserves the right to answer or not answer any question submitted by the deadline. Responses to all questions and inquiries received by the RFP Administrator will be posted on the RFP's project board on the Bonfire website as identified in the Information Summary Sheet.

It is the responsibility of Proposers to regularly check the Bonfire site for any and all information such as questions and answers or related documents posted during the RFP process. Only answers to written questions submitted prior to the "Receipt of Questions" deadline will be posted on the web site listed on the Information Summary Sheet and will be considered as Milwaukee County's response.

This RFP is issued by the Milwaukee County Office of the Comptroller. The RFP Administrator assigned to the RFP, along with contact information is noted in the Information Summary Sheet. The RFP Administrator is the sole point of contact during this process and no information provided by any other personnel will be considered binding.

Communication initiated by a proposer to any County official employee, or representative evaluating or considering the proposals, prior to the time of any award is prohibited unless at the explicit direction of the RFP Administrator and any such unauthorized communication may constitute grounds for rejection or elimination of a proposal from further consideration. **However**, for assistance related to filling out of the Targeted Business Enterprise forms or the certifying of Targeted Business Enterprise firms, proposers may contact the Certification Compliance Administrator at (414) 278-4747. All respondents should use this written document, its attachments, written responses and any amendments as the sole basis for responding.

F. PREPARING AND SUBMITTING A PROPOSAL

GENERAL INFORMATION

In an effort to ensure the most efficient and economical service, the County utilizes Competitive Negotiation, or the Request for Proposals (RFP) process to procure municipal advisory services. This process bases the contract award on the County's evaluation of work history, technical experience, ability, resources, cost, and other pertinent factors in conjunction with the proposal.

INCURRED EXPENSES

Milwaukee County shall not be responsible for any cost or expense incurred by the firms preparing and submitting a proposal or cost associated with meetings and evaluations of proposals prior to execution of an agreement. This includes any legal fees for work performed or representation by proposer's legal counsel during any and all phases of the RFP process, any appeal or administrative review process, and prior to County approval of a contract award.

SUBMITTING A PROPOSAL

Please follow these instructions to submit via our Public Portal.

1. Prepare your submission materials:

Requested Information

Name	Type	# Files	Requirement	Instructions
Attachment 1 - Vendor Information Sheet	File Type: PDF (.pdf)	Multiple	Required	
Attachment 2 - Insurance and Indemnity Acknowledgement Form	File Type: PDF (.pdf)	1	Required	
Attachment 3 - Conflict of Interest Stipulation	File Type: PDF (.pdf)	1	Required	
Attachment 4 - Sworn Statement of Proposer	File Type: PDF (.pdf)	1	Required	
Attachment 5 - Proprietary	File Type: PDF (.pdf)	1	Required	

Name	Type	# Files	Requirement	Instructions
Information Disclosure Form				
Attachment 5-1 - Copy of Proposal with Information Designated in Attachment 5 (REQUIRED to be submitted if any information designated as confidential or proprietary in Attachment 5)	File Type: PDF (.pdf)	Multiple	Optional	
Attachment 6 - Certification Regarding Debarment and Suspension	File Type: PDF (.pdf)	1	Required	
Attachment 7 - EEOC Compliance Form	File Type: PDF (.pdf)	1	Required	
Attachment 8 - Exceptions	File Type: PDF (.pdf)	1	Required	
Attachment 9 - TBE Forms	File Type: PDF (.pdf)	1	Required	
Additional Information	File Type: PDF (.pdf)	Multiple	Optional	
Attachment 11 - Cost Proposal Response	File Type: PDF (.pdf)	1	Required	

Name	Type	# Files	Requirement	Instructions
Technical Proposal Questionnaire (Q-27EM)	Questionnaire: Excel (.xlsx)	1	Required	You will need to fill out the provided Response Template for this Questionnaire. The Response Template can be downloaded from the project listing on the Bonfire portal.

Commodity Codes

Commodity Set	Commodity Code	Title	Description
UNSPSC	9315	Public administration and finance services	

Requested Documents:

Please note the type and number of files allowed. The maximum upload file size is 1000 MB.

Please do not embed any documents within your uploaded files, as they will not be accessible or evaluated.

Requested Questionnaires:

The Questionnaire Response Templates can be obtained at <https://countymilwaukee.bonfirehub.com/opportunities/18391>.

Please note that Questionnaires may take a significant amount of time to prepare.

2. Upload your submission at:

<https://countymilwaukee.bonfirehub.com/opportunities/18391>

The Q&A period for this opportunity starts Sep 04, 2019 12:00 PM CDT. The Q&A period for this

opportunity ends Sep 18, 2019 5:00 PM CDT. You will not be able to send messages after this time.

Your submission must be uploaded, submitted, and finalized prior to the Closing Time of **Oct 09, 2019 5:00 PM CDT**. We strongly recommend that you give yourself sufficient time and **at least ONE (1) day** before Closing Time to begin the uploading process and to finalize your submission.

Important Notes:

Each item of Requested Information will only be visible after the Closing Time.

Uploading large documents may take significant time, depending on the size of the file(s) and your Internet connection speed.

You will receive an email confirmation receipt with a unique confirmation number once you finalize your submission.

Minimum system requirements: Internet Explorer 11, Microsoft Edge, Google Chrome, or Mozilla Firefox. Javascript must be enabled. Browser cookies must be enabled.

Need Help?

Milwaukee County uses a Bonfire portal for accepting and evaluating proposals digitally. Please contact Bonfire at Support@GoBonfire.com for technical questions related to your submission. You can also visit their help forum at <https://bonfirehub.zendesk.com/hc>

G. PROPOSAL AND AWARD PROCESS

PRELIMINARY EVALUATION

The proposals will be reviewed to determine if mandatory submission requirements are met. Failure to meet mandatory submission requirements will result in rejection of the proposal. Proposals that do not comply with submittal instructions established in this document and/or that do not include the required information will be rejected as non-responsive. The Proposer assumes responsibility for meeting submission requirements and addressing all necessary technical and operational issues to meet the objectives of the RFP.

TARGETED BUSINESS ENTERPRISE (TBE) REQUIREMENTS

The award of this contract is conditioned upon your good faith efforts in achieving this project's TBE goal of seventeen percent (17%), and you must document those efforts. Your proposal must state how you will meet the goal, including identifying the TBE firm(s) by name, the scope(s) of work/service(s) to be provided, the dollar amount(s) of such work, and the percentage of the TBE goal to be met. Failure to do this will result in a determination of non-responsiveness, and rejection of your proposal will occur. During the contract, the successful Proposer will use the County's online reporting system to document TBE participation. The Targeted Business Enterprise (TBE) Requirements and forms to be used are attached to this RFP as Attachment 9.

A necessary step in the good faith efforts process is contacting Community Business Development Partners (CBDP) at 414-278-4747 or cbdp@milwaukeecountywi.gov for assistance in identifying TBEs and understanding the County's TBE Program procedures. The official directory of eligible TBE firms can be accessed by the following link:

<https://app.mylcm.com/wisdot/Reports/WisDotUCPDirectory.aspx>

PROPOSAL SCORING

An Evaluation Committee will be established by Milwaukee County to evaluate all responsive proposals and to make a recommendation. A proposer may not contact any member of an evaluation committee except at the RFP Administrator's direction. Reference the "Questions" section for additional information.

These proposals will be reviewed by an evaluation committee and scored against the criteria outlined in this RFP.

Technical Proposal scoring: the Evaluation Committee shall conduct its evaluation of the technical merit of the all proposer's responsive proposals. The process involves applying the evaluation criteria and the associated weighting as outlined in the RFP to assess each vendor's proposal. The criteria that will be used by the Evaluation Committee for the technical evaluation of this RFP are outlined below.

Cost Proposal scoring: cost is one of the evaluation categories listed below and will be a defined percentage of the total RFP evaluation. Calculation of points to be awarded to the lowest cost proposer and each subsequent proposal will use the lowest total dollar amount proposed pursuant to Attachment 11, the Cost Proposal Response, as a constant numerator and the dollar amount of the proposer being scored as the denominator. The result then is multiplied by the total number of points provided in the cost section of the RFP. Lowest cost proposal will receive the maximum number of points available for the cost category, and other cost proposals will receive prorated scores based on the proportion that the costs of the proposals that vary from the lowest cost proposal.

The evaluation committee's scoring will be tabulated and proposals ranked based on the total numerical scores, comprising the sum of both technical and cost scoring.

Oral presentations may be requested by Milwaukee County of the highest scoring proposer(s). If oral presentations are requested, proposers will be notified of when the presentations are to take place and what information should be provided. Milwaukee County reserves the right to adjust scoring based on such oral presentations.

Milwaukee County may request Best and Final Offers from any or all respondents. Best and Final Offers are a supplement to the original offer. Milwaukee County reserves the right to make an offer based on the original submitted proposal.

Following final evaluation, the Committee will make a recommendation to Milwaukee County's Comptroller as to whose proposal is determined to provide the best value to Milwaukee County. An award may be made to the proposal with a higher technical ranking even if its price proposal is not the lowest.

The award of the contract, if made, shall be with an organization whose proposal provides the best value to Milwaukee County. Milwaukee County reserves the right to reject any and all proposals received if it deems appropriate and may modify, cancel or re-publish the RFP at any time prior to a contract being awarded up to and through final action of the County Board of Supervisors and the County Executive.

EVALUATION CRITERIA

The evaluation panel will use the following criteria to evaluate each RFP response. The weights specify the percentage value per criterion:

- Proposer's Approach to Providing the Requested Services, Profile of Organization, and Summary of Experience/Qualifications (80%)
- Proposal Cost (20%)

RIGHT TO REJECT PROPOSALS AND NEGOTIATE CONTRACT TERMS

Milwaukee County reserves the right to reject any and all Proposals received if it deems appropriate and may modify, cancel or re-publish the RFP at any time prior to a contract being awarded up to and through final execution of a contract.

EXCEPTIONS AND PROFESSIONAL SERVICE CONTRACT

Review the RFP in its entirety and indicate any exceptions you are taking to the requirements defined in the RFP. If exceptions are taken, note them on Attachment 8 by citing the paragraph involved and the exception taken. Alternative language is subject to negotiation and/or approval. Any and all exceptions must be stated on Attachment 8. The County reserves the sole right to accept or reject any exceptions.

The Professional Services Contract attached as Attachment 10, substantially in the form contained herein, is expected to be agreed to by the Proposer as part of contract negotiations. Exceptions must be explicitly noted in the proposal using the checklist forms provided in Attachment 8 of the RFP. Lack of exceptions listed on the checklist forms shall be considered acceptance of all of the terms and conditions as presented in this Attachment 8. The County may not accept any or all Proposer exceptions.

INTENT TO AWARD

An Intent to Award will be issued and all proposers will be notified. Milwaukee County reserves the right to negotiate with the selected proposer, at its option, regarding the terms of a contract and other issues to be incorporated into the contract.

In the event that a successful agreement cannot be executed, Milwaukee County reserves the right to proceed with contract negotiations with the other responsive, qualified bidders to provide service.

Prior to execution of any final agreement, the Comptroller shall make a recommendation of award and request approval of the appropriate County authorities. An agreement will only be fully executed following final approval by the appropriate County authorities.

APPEAL

Protests and appeals related to this RFP after issuance of an “Intent to Award” are subject to the provisions of the Milwaukee County Code of General Ordinances, Chapter 110. Appeal process information is available at http://www.municode.com/Library/WI/Milwaukee_County

H. TECHNICAL PROPOSAL RESPONSE

Proposer's Approach to Providing the Requested Services, Profile of Organization, and Summary of Experience/Qualifications

Proposers should complete the following questions on the Technical Proposal Questionnaire on the Bonfire Project Board. The description of the proposer's qualifications will be used in the evaluation of the municipal advisor proposal. Proposals should describe the experience and qualifications.

1. Indicate the names, locations, telephone numbers, and email addresses of the individuals who will be primarily responsible for providing the requested service. Please provide resumes describing their background and relevant experience. In addition, provide names and brief resumes of associates who will assist the primary advisors. Discuss how work is allocated between principal advisors and associates.
 2. Describe the firm's procedure for providing continuing uninterrupted service if staffing changes occur or if the requested scope of services is significantly increased.
 3. Summarize the firm's procedure and policy for addressing conflicts of interest or appearances of conflicts of interest. Disclose all client relationships which are directly adverse to Milwaukee County for cases which may be material to the County's financial condition.
 4. Describe your firm's relevant experience, organizational structure and size. Describe the firm's scope of operation and areas of concentration.
 5. Describe your firm's ideas on how Milwaukee County should approach its financings, including the structure of the offering, structure of its overall debt portfolio, credit-rating strategy, and investor-marketing strategy.
 6. List your firm's available resources to assist in bond pricing and how they are used in negotiated deals. Please describe an instance in which these resources were used to achieve a better price for your client and the amount of any savings.
 7. List current on-going relationships with governmental units having populations of 500,000 or above.
 8. List current on-going relationships with governmental units in Wisconsin.
 9. Please provide an example where a client accepted advice, initiative or development of a program that benefited your client in the near and long term and describe the benefit and how the advice or initiative was beneficial to the client.
 10. Discuss your firm's advisory experience in performing arbitrage/rebate calculations. Please provide resumes describing their background and relevant experience of the individuals performing calculations.
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11. Discuss your firm's experience with dissemination agent services, including the process for collecting information from clients and ensuring that deadlines are met.
12. Discuss your firm's advisory experience in the issuance of airport revenue bonds. If applicable, please list three transactions in which your firm has participated. Describe your firm's role in the financings.
13. Discuss your firm's advisory experience in the issuance of pension obligation bonds. If applicable, please list at least one transaction in which your firm has participated. Describe your firm's role in the financing(s).
14. Discuss your firm's advisory experience in the defeasance (advance refunding) of tax-exempt debt for the purposes of complying with Internal Revenue Service regulations.

References (Only for the primary advisor that will have the majority of the billable hours)

(Milwaukee County reserves the right to adjust technical proposal scores up to 50 points up or down based on input from references listed by proposers)

Proposals should include the name, title, address and telephone number of at least three (3) officials of public sector clients who may be contacted as references. These references should be limited to those where the primary who will be responsible for the services outlined in this RFP is the same as the primary who provided service to the reference. Milwaukee County reserves the right to contact references who are not listed by the Proposer.

I. COST PROPOSAL RESPONSE

The County will pay municipal advisor service fees on an hourly basis. Proposers must complete **all** of Attachment 11, Cost Proposal Response. Fee information must be sufficiently detailed to allow evaluators to calculate the overall cost of services to the County.

J. TERMS AND CONDITIONS

The County will follow Milwaukee Code of General Ordinances, Chapter 56.30 (Professional Services) in the implementation of this RFP process. Information can be found at:

http://www.municode.com/Library/WI/Milwaukee_County.

The County has the right to reject any and all proposals; to disqualify any proposals not meeting the Request for Proposal due dates; to disqualify any proposals not following Request for Proposal communication procedures; and to disqualify any proposals not responsive to the criteria specified for evaluation. The County has the right to take into consideration the abstract and the formal content of the proposal. The County will not be liable for any costs incurred by proposers prior to the issuance of an agreement nor will pre-agreement costs be authorized to any firm. The County reserves the right to request clarification of submitted information and to request additional information from applicants.

In the event that a successful agreement cannot be executed, Milwaukee County reserves the right to proceed with contract negotiations with the other responsive, qualified proposers to provide service.

Prior to making a final decision, the County reserves the right to negotiate with the recommended firm(s) any terms and conditions which may be different from those originally proposed or required by this RFP.

All proposals and materials submitted in conjunction with the proposals will become the property of the County.

If there is a discrepancy between this RFP and the contract, the language of the contract will rule.

CONTENTS OF PROPOSAL

All attachments, additional pages, addenda or explanation supplied by the proposer in the submission package may be considered as part of the RFP response. The material may be evaluated as part of the proposer's response to the RFP and may eventually be incorporated as part of the terms and conditions of the successful proposer's contract with Milwaukee County.

PROPOSER NOTIFICATION REQUIREMENT AND AMENDMENT ACKNOWLEDGEMENT

Should proposer discover any significant ambiguity, error, omission or other deficiency in the RFP document, they must immediately notify the RFP Administrator in writing, via email, prior to the submission of the proposal.

The failure of a proposer to notify the RFP Administrator of any such matter prior to submission of its proposal constitutes a waiver of appeal or administrative review rights based upon any such ambiguity, error, omission or other deficiency in the RFP document.

If it becomes necessary to clarify or revise any part of this RFP, amendments will be posted to the RFP's Project Board on the Bonfire website (listed on the Information Summary Sheet). It is the responsibility of prospective vendors to check the website for any amendments prior to the RFP submission date. All amendments are acknowledged by your submission of Sworn Statement of Proposer form.

If the Proposer fails to monitor the web site for any changes or modifications to the RFP, such failure will not relieve the Proposer of its obligation to fulfill the requirements as posted.

FIRM COMMITMENT, AVAILABILITY, PROPOSAL VALIDITY

Proposers shall maintain their availability of service and proposed pricing as set forth in their proposals. Proposers are expected to perform planning and implementation activities prior to commencement of a contract. Milwaukee County will not reimburse for these costs.

NON-INTEREST OF COUNTY EMPLOYEES AND OFFICIALS

No County official, employee or representative on the evaluation committee shall have any financial interest, either direct or indirect, in the proposal or contract or shall exercise any undue influence in the awarding of the contract.

No Milwaukee County employee, officer or agent shall participate in the selection, award or administration of a contract if a conflict of interest, real or apparent, would be involved.

No person(s) with a personal financial interest in the approval or denial of a contract or proposal being considered by a county department or with an agency funded and regulated by a county department, shall make a campaign contribution to any county elected official who has approval authority over that contract or proposal during its consideration. Contract or proposal consideration shall begin when a contract or proposal is submitted directly to a county department or to an agency funded or regulated by a county department until the contract or proposal has reached final disposition, including adoption, county executive action, proceedings on veto (if necessary) or departmental approval.

MULTIPLE PROPOSALS

Multiple proposals for same services from a proposer will not be permitted.

ACQUISITION

This competitive solicitation is for a Professional Service as outlined in Milwaukee Code of General Ordinances, Chapter 56.30 (Professional Services) found at:

http://www.municode.com/Library/WI/Milwaukee_County.

JURISDICTION

Any dispute arising from the Contract must be resolved in the State of Wisconsin. With respect to any claim between the parties, Contractor consents to venue in Milwaukee County, Wisconsin, and irrevocably waives

any objections it may have to the jurisdiction on the grounds of lack of personal jurisdiction of the court or the laying of venue of the court or on the basis of forum non convenience or otherwise.

FEDERAL, STATE AND LOCAL REGULATIONS

The successful firm shall comply with all Federal, State, and local laws, regulations, and policies governing the services contemplated by this RFP; shall procure and keep in effect all necessary licenses, permits, and cards as are required by law, and shall post licenses, permits, and cards in a prominent place, as required. The successful firm shall comply with all applicable Federal, State, and local laws, regulations and policies pertaining to wages and hours of employment.

INSURANCE AND INDEMNITY REQUIREMENTS

All proposers shall complete, sign and submit the “Insurance and Indemnity Acknowledgement Form” (Attachment 2). This form outlines required insurance requirements for contractor related to this acquisition and proposer’s ability and commitment to provide.

EEOC COMPLIANCE

All proposers shall complete and submit an Equal Employment Opportunity Commission (EEOC) Compliance Certificate (Attachment 7).

CODE OF ETHICS

Proposers shall strictly adhere to Chapter 9 of the Milwaukee County Code of General Ordinances Code of Ethics, with particular attention to Subsection [9.05\(2\)\(k\)](#):

“No campaign contributions to county officials with approval authority: No person(s) with a personal financial interest in the approval or denial of a contract or proposal being considered by a county department or with an agency funded and regulated by a county department, shall make a campaign contribution to any county elected official who has approval authority over that contract or proposal during its consideration. Contract or proposal consideration shall begin when a contract or proposal is submitted directly to a county department or to an agency funded or regulated by a county department until the contract or proposal has reached final disposition, including adoption, county executive action, proceedings on veto (if necessary) or departmental approval. This provision does not apply to those items covered by [section 9.14](#) unless an acceptance by an elected official would conflict with this section. The language in subsection [9.05\(2\)\(k\)](#) shall be included in all Requests for Proposals and bid documents.”

ERRORS, OMISSIONS, MINOR IRREGULARITIES, AND RETAINED RIGHTS

All information in this RFP, including any addenda, has been developed from the best available sources; however, Milwaukee County makes no representation, warranty or guarantee as to its accuracy. Should proposer discover any significant ambiguity, error, omission or other deficiency in the RFP document, they must immediately notify the RFP Administrator in writing, via email, prior to the submission of the proposal. The failure of a proposer to notify the RFP Administrator of any such matter prior to submission of its proposal constitutes a waiver of appeal or administrative review rights based upon any such ambiguity, error, omission or

other deficiency in the RFP document. Milwaukee County reserves the right to waive minor irregularities in proposals. Minor irregularities are defined as those that have no adverse effect on the outcome of the selection process by giving a proposer an advantage or benefit not afforded by other Proposers. Milwaukee County may waive any requirements that are not material. Milwaukee County may make an award under the RFP in whole or in part and change any scheduled dates. Milwaukee County reserves the right to use ideas presented in reply to this RFP notwithstanding selection or rejection of proposals. Milwaukee County reserves the right to make changes to and/or withdraw this RFP at any time.

PROPOSAL ACCEPTANCE, REJECTION, CANCELLATION, AND WITHDRAWAL

Each proposal is submitted with the understanding that it is subject to negotiation at the option of Milwaukee County. However, Milwaukee County reserves the right to make an award on the basis of the original proposal without negotiation with any proposer.

Milwaukee County reserves the right to negotiate with any proposer(s) within the scope of the RFP in the best interests of Milwaukee County. Milwaukee County may request and require clarification at any time during the procurement process and/or require correction of arithmetic or other apparent errors for the purpose of assuring a full and complete understanding of a proposal and/or to determine a proposer's compliance with the requirements of the solicitation. Milwaukee County may use information obtained through site visits, management interviews and the county's investigation of a proposer's qualifications, experience, ability or financial standing, and any material or information submitted by the proposer in response to the county's request for clarifying information in the course of evaluation and/or selection under this RFP.

Upon acceptance in writing by Milwaukee County of the final offer to furnish any and all of the services described herein, and upon receipt of any required federal, state and local government approvals, the parties shall promptly execute the final contract documents. The written contract shall bind the proposer to furnish and deliver all services as specified herein in accordance with conditions of said accepted proposal and this RFP as negotiated.

Milwaukee County reserves the right to accept or reject any and all proposals submitted or cancel this RFP in whole or in part if such cancellation is in the best interest of Milwaukee County. Prior to the date and time set forth as the Proposal Receipt Deadline, proposals may be modified or withdrawn by the proposer's authorized representative. After the proposal deadline, proposals may not be modified or withdrawn without the consent of Milwaukee County.

CONTRACT TERMS AND FUNDING

All proposers are notified that Milwaukee County reserves the right to delete or modify any task from the Scope of Services at any time during the course of the RFP process. All proposers are notified that contracts are contingent upon Federal, State, and local appropriations.

Any final contract structure resulting from this RFP may be subject to negotiation and the required approvals by Milwaukee County.

Continuance of the contract beyond the limits of funds available shall be contingent upon appropriations of the necessary funds and the termination of any contract resulting from this RFP by lack of appropriations shall be

without penalty.

INFORMATION RELEASE

All materials submitted become the property of Milwaukee County. Any restriction on the use of data contained within a request must be clearly stated in the bid itself. Proprietary information submitted in response to a request will be handled in accordance with applicable Milwaukee County Ordinances, State of Wisconsin procurement regulations, and the Wisconsin public records law. Proprietary restrictions normally are not accepted. However, when accepted, it is the vendor's responsibility to defend the determination in the event of an appeal or litigation.

Data contained in a Request for Proposal, all documentation provided therein, and innovations developed as a result of the contracted commodities or services cannot be copyrighted or patented. All data, documentation and innovations become the property of Milwaukee County.

Milwaukee County may, at any time during the procurement process, request and/or require additional disclosures, acknowledgments, and/or warranties, relating to, without limitation, confidentiality, EEOC compliance, collusion, disbarment, and/or conflict of interest.

Any materials submitted by the applicant in response to this Request for Proposal that the applicant considers confidential and proprietary information and which proposer believes qualifies as a trade secret, as provided in s. 19.36(5), Wis. Stats, or material which can be kept confidential under the Wisconsin public record law, must be identified on the Designation of Confidential and Proprietary Information form (Attachment 5 – Proprietary Information Disclosure). Confidential information must be labeled as such. If the applicant so designates or labels any such information as confidential, it must submit to the County a version of its proposal with all such designated information redacted (Attachment 5-1). Costs (pricing) always becomes public information and therefore cannot be kept confidential. Any other requests for confidentiality MUST be justified in writing on the form provided and included in the bid submitted. Milwaukee County has the sole right to determine whether designations made by a proposer qualify as trade secrets under the Wisconsin public records law.

DISCIPLINE OR DISCHARGE OF EMPLOYEES

Any contractor's employee whose employment or performance is objectionable to the County shall be immediately transferred from the County's project. A request by the County to transfer an employee shall not constitute an order to discipline or discharge the employee. All actions taken by the contractor in regard to employee discipline shall be at the sole discretion of the contractor. The County shall be held harmless in any disputes the contractor may have with the contractor's employees. This shall include, but is not limited to, charges of discrimination, harassment, and discharge without just cause.

PRIME CONTRACTOR AND SUBCONTRACTORS

The prime contractor will be responsible for contract performance when subcontractors are used. Subcontractors may be used only with the written permission and approval of the County, and shall have the same contract terms and conditions as prime contractors. However, when subcontractors are used, they must abide by all terms and conditions of the contract. If subcontractors are to be used, the proposer must clearly explain their participation in the proposal response documents.

FALSE INFORMATION

If the County determines that a Proposer purposefully or willfully submitted false information in response to this RFP, the Proposer will not be considered for an award and any resulting Agreement that may have been executed may be immediately terminated.

AUDIT

The contractor, its officers, directors, agents, partners and employees shall allow the County Audit Services Division and department contract administrators (collectively, "Designated Personnel") and any other party the Designated Personnel may name, with or without notice, to audit, examine and make copies of any and all records of the contractor related to the performance of the contract for a period of up to three (3) years following the date of last payment. Any subcontractors or other parties performing work on this contract will be bound by the same terms and responsibilities as the contractor. All subcontracts or other agreements for work performed on this contract will include written notice that the subcontractors or other parties understand and will comply with the terms and responsibilities.

Any bidder, proposer, contractor and their officers, directors, agents, partners and employees understand and will abide by all provisions of Chapter 34 of the Milwaukee County Code of General Ordinances. The contractor agrees to prominently post in locations accessible to its employees County-provided bulletins concerning the County Fraud Hotline. Any subcontractors or other parties performing work on this contract will be bound by the same terms and responsibilities as the contractor. All subcontracts or other agreements for work performed on this contract will include written notice that the subcontractors or other parties understand and will comply with the terms and responsibilities.
