



**STATE BOND COMMISSION  
STATE OF LOUISIANA**

**SOLICITATION FOR OFFERS  
AND  
REQUEST FOR QUALIFICATIONS  
FOR  
UNDERWRITING SERVICES**

Release Date:

**March 26, 2024**

Deadline for Submission of Offer:

**April 30, 2024**

## I. OVERVIEW

The Louisiana State Bond Commission (the “Commission”) on behalf of the State of Louisiana (the “State”) is soliciting qualification proposals from qualified firms who desire to serve the State as Senior Managers and/or Co-Managers in the negotiated sale and issuance of various State debt obligations (“State Credits”) listed below. As a result of this Solicitation for Offers and Request for Qualifications (the “Solicitation”), the Commission will establish a pool of qualified Senior Managing underwriters and a pool of Co-Managing underwriters. Firms may be selected to provide services relating to the financing, refinancing, or restructuring of the State's debt during the term of the engagement. The State aims for the pool to be made up of a diverse group of qualified firms with a variety of strengths and proven ability to meet the State's specific financing needs.

As used in this Solicitation, the term “State Credits” includes the following:

1. General Obligation Bonds
2. Gasoline and Fuels Tax Bonds
3. State Highway Improvement Bonds
4. Unclaimed Property Bonds
5. Grant Anticipation Revenue Vehicles

Members of the underwriting pool may also be involved in the development and issuance of obligations for any new borrowing programs established after the completion of this solicitation process.

The Senior Manager and Co-Manager underwriter pools may be used for designating underwriting syndicate(s) for a period extending through December 31, 2027, unless terminated or extended by the Commission.

After the underwriting pools are established, the State will designate the syndicate structure for future transactions on an as-needed basis and the specific considerations related to the applicable transaction. When designating firms from the pool(s), the Commission may establish a rotation process but may also request additional transaction-specific proposals from firms included in the pool(s) based on the considerations of the specific future transaction. In addition, the Commission may select underwriters for future transaction assignments based on firm’s service and coverage to the Commission and the State, including suggestions of new ideas, strategies, or techniques; performance on behalf of the Commission on prior transactions; and/or other demonstrated services and commitment to the State. The Commission reserves the right to determine the number of underwriters and to select the underwriter(s) for each specific transaction at its sole discretion and is not obligated to retain any specific firm for any financing. Existence of the underwriting pool shall not prohibit the Commission from using a competitive bidding process, bank loans, or other financing vehicles in instances where the Commission deems the use of these or alternative financing structures to be in the State’s best interest.

At its discretion, the Commission may terminate or extend the pools at any time prior to December 31, 2027, and periodically update the pools of underwriters, including the addition of firms that may submit their qualifications after the initial deadline. Expiration of the underwriting pools will not affect any previously designated syndicate(s) with which there are active negotiations for a bond sale. The Commission may designate more than one Senior Manager for each underwriting syndicate selected. On an issue-by-issue basis, the State may designate different, multiple, or “rotating” Book-Running Senior Managers. Alternatively, it may keep the same Book-Running Senior Manager for consecutive transactions. As part of selecting the underwriting syndicate(s), the Commission may also appoint Co-Managers.

No joint responses will be accepted. Firms may propose as Book-Running Senior Manager or Co-Managing Underwriter for any or all of the State's Credits. Any firm proposing as Book-Running Senior Manager will be assumed also to be proposing for Co-Managing Underwriter positions. Clearly state in the transmittal letter of your proposal for which position your firm is applying.

This Solicitation seeks to provide the Commission with a fair and competitive process to select firms for the services more fully described herein. The State reserves the right to proceed with one or more transactions with one or more firms as well as to not proceed with any transaction. Within this Solicitation, prospective firms will sometimes be referred to as "offerors", "respondents" or, when convenient and appropriate, addressed in the second person as "you", "your" and "yours".

The prospective firms chosen on the basis of their respective offers in response to this Solicitation will be employed by the Commission and will act on behalf of the State in all matters undertaken in connection with the proposed plan of financing. The successful respondents will report directly to the Commission and the Selection Sub-Committee and will work with the Commission to develop the proposed plan of financing. Efforts of the firms employed will be coordinated by the Director of the Commission.

The Commission reserves, without limitation, the right to: reject any and all proposals received in response to this Solicitation; not make an underwriter appointment; make selections without conducting interviews or other discussions with proposers; conduct discussions with one or more proposers; and to cancel the Solicitation at any time. No proposer shall have any rights against the Commission as a result of any such decisions. The Commission also reserves the right to waive strict compliance with this Solicitation if the Commission, in its sole judgement, determines that such non-compliance does not have a significant adverse effect on the competitive process and that a waiver is in the best interests of the Commission.

## **II. BACKGROUND AND OBJECTIVE**

Firms may be selected to provide services relating to the financing, refinancing, or restructuring of the State's debt during the term of the engagement. The State has identified three potential transactions for execution in FY 2025:

- A current refunding of and tender offer for certain General Obligation Bonds;
- A tender offer for certain Gasoline & Fuels Bonds; and,
- A new money issuance of GARVEE bonds.

In addition to using this SFO to establish an underwriting pool, the State also intends to use the SFO to assign underwriters to the proposed (i) general obligation bond current refunding and tender program, and (ii) gasoline and fuels tender program. Assignment for the proposed GARVEE transaction is expected to occur later in the year.

The State would consider transactions to refund a portion of its outstanding bonds subject to market conditions and the associated debt service savings. The State seeks to maximize present value savings, while also considering the trade-offs involved with respect to potential future savings upon the call date of the bonds. In addition, the State Constitution and Commission policy requires that any General Obligation refunding result in the same or lower effective interest rate than the refunded bonds. An extension of the debt to be refunded will not be acceptable.

Further, the refunding test in the Gasoline and Fuels Tax Bonds generally requires positive savings in aggregate debt service in each bond year during which the refunding bonds are outstanding. To the extent that a refunding structure does not meet this test, debt must be refinanced with new money bonds subject to the Additional Bonds Test. The Commission prefers to avoid structures that increase debt service in any bond year.

### III. FINANCING TEAM

Underwriters selected via this Solicitation are expected to perform the following general duties:

- **Senior Manager:** book runner; leader of the underwriting syndicate; pricing coordinator; responsible for marketing of the issue; structuring the financing; determining credit enhancement alternatives; compliance with disclosure standards; investor liaison; and all related conventional roles for senior manager.
- **Co-Senior Manager:** (If deemed necessary) will coordinate with Senior Manager.
- **Co-Manager:** (If deemed necessary) assisting in marketing the issue and in providing discrete “niches” in the marketing of the Bonds.

The Attorney General serves as the State’s legal advisor, assisted by outside Co-Bond Counsel. Public Resources Advisory Group, Inc. serves as the State’s municipal advisor.

### IV. TERM OF APPOINTMENT

In accordance with this Solicitation, one or more pools of qualified investment banking firms will be established. These pools may be used for designating underwriting syndicate(s) for a period extending through December 31, 2027. The Commission may terminate or extend the pools at any time. The Commission also may also add firms to the pools at its sole discretion at any time.

Any financing team(s) chosen in connection with this Solicitation may be appointed to begin work immediately upon notification of their selection for a specific financing and should be available to continue to provide the services until the financing is complete. The State reserves the right to adjust the financing schedule as may be in the best interest of the State. Any team must be prepared to move expeditiously if desired by the Commission.

### V. PRELIMINARY TIMETABLE (subject to change)

|                              |                                      |
|------------------------------|--------------------------------------|
| March 26, 2024               | Publish Solicitation                 |
| April 2, 2024 by 2:00 pm CT  | Questions Regarding Solicitation Due |
| April 9, 2024                | Post Answers to Questions            |
| April 30, 2024 by 2:00 pm CT | Proposals Due                        |
| On or about June 20, 2024    | Recommendation and Selection         |

### VI. INQUIRIES

The Director of the Commission will answer any inquiries from firms interested in making offers in response hereto. Inquires related to the proposal submission must be submitted via email and received **no later than 2:00 p.m., Central Time on April 2, 2024 by the following:**

Lela M. Folse, State Bond Commission  
Email: [lfolse@treasury.la.gov](mailto:lfolse@treasury.la.gov)

Cassie Berthelot, Assistant Director, State Bond Commission  
Email: [cberthelot@treasury.la.gov](mailto:cberthelot@treasury.la.gov)

Respondents are solely responsible for both the timely transmission and receipt of inquiries. Answers to such inquiries received by April 2, 2024 will be posted on the Commission's website at <https://www.treasury.la.gov/state-bond-commission> and sent to each inquiring firm and to all firms that received a copy of this Solicitation via email no later than April 9, 2024.

**Respondents are not to contact any State employees, officials or consultants regarding any aspect of this Solicitation except through this inquiry process.**

## **VII. INSTRUCTIONS FOR PRESENTATION OF OFFER**

Responsive offers must follow the page limits set in Exhibit 1 "Required Components of Proposals" section below and typed in a font size no less than 12 points. Firms that submit proposals in excess of the page limits or which use a smaller font size set may be disqualified.

All questions should be answered in the order presented. Initiate each response by restating the question. **No promotional material is to be included.**

**Proposals are due via email by 2:00 P.M., Central Time on by April 30, 2024 to:**

Lela M. Folse, State Bond Commission

Email: [lfolse@treasury.la.gov](mailto:lfolse@treasury.la.gov)

Cassie Berthelot, Assistant Director, State Bond Commission

Email: [cberthelot@treasury.la.gov](mailto:cberthelot@treasury.la.gov)

Emailed proposals should be submitted in a single electronic file format (Word/WordPerfect/PDF) with a file size not to exceed 10 MB. If necessary, however, proposals may be submitted in multiple files to comply with file size limitations. The Commission may disqualify any proposal received after 2:00 P.M., Baton Rouge time on April 30, 2024.

Firms are also requested to provide a courtesy copy of one (1) copy in an electronic format (Word/WordPerfect/PDF) on a CD or USB, plus eight (8) copies of the offer, each separately sealed in individual envelopes and bearing a label stating the name and address of the respondent, identifying this Solicitation, for delivery on the following day (**May 1, 2024**) delivered to:

Lela M. Folse, Director State Bond Commission

State Capital Building, 3<sup>rd</sup> Floor

P.O. Box 44154

900 North Third Street Baton Rouge, LA 70804

Telephone: (225) 342-0040

## **VIII. COST INCURRED IN PREPARATION OF OFFER**

All costs directly or indirectly related to preparation of an offer responding to this Solicitation, any oral presentations required to supplement and/or clarify an offer, and any reasonable appearance, which may be required by the Selection Sub-Committee, or the Commission in connection with this Solicitation, shall be the sole responsibility of the respondent. The State will not pay any fees or expenses to the firm(s) selected in the event that any anticipated financing is not completed.

## IX. COMPETITIVE SELECTION, EVALUATION CRITERIA AND PROCESS

Proposals will be evaluated by a Selection Sub-Committee of the Commission comprised of the Treasurer, the Commissioner of Administration, President of the Senate, Speaker of the House, Attorney General and Secretary of the Department of Transportation and Development, or their designees, and shall provide a recommendation for award to the full State Bond Commission. The State Bond Commission's decision will be made on the basis of the "best proposal" in their discretion. The Sub-Committee will use the evaluation criteria described below.

The State also desires to form an underwriting pool with a balance of capabilities including institutional and retail distribution, the ability to provide balance sheet support and credit facilities, and ensures that a broad spectrum of firms including minority, veteran and women-owned and regional firms are given an opportunity to actively and fully participate in the Commission's financings. Therefore, the State reserves the right to include firms in the pool that provide such capabilities who may be ranked lower than other firms who do not provide such capabilities.

Consideration is expected to be given, but is not guaranteed to be given, to the criteria described below.

|    | <b>Criteria</b>   | <b>Weight</b> |
|----|---|---------------|
| A. | Firm Qualifications and Relevant Experience of Proposed Professional Team | 40%           |
| B. | Distribution Capability, Bond Structuring and Execution                   | 40%           |
| C. | Previous Coverage, Services and Commitment to the State                   | 20%           |

See Exhibit 1 for the requested proposal submissions for pool selection. Exhibit 1 must be completed by each respondent seeking to serve as Senior Managing Underwriter and Co-Manager.

The Commission reserves the right to act without oral presentations or other discussions with respondents. Therefore, all offers should be submitted on the most favorable terms. However, if oral presentations are required for the selection of senior and/or co-senior managing underwriter a maximum of 20 additional points will be assigned to the oral presentation. By submitting responses to this Solicitation, respondents agree that they will be present at any meetings of the Commission when such presence is requested by the Commission or the Chairman.

The Selection Sub-Committee of the Commission and/or the Commission may reject any and all offers, may require additional technical and background information during the evaluation period, and/or negotiate all elements, including fees, which are contained in, or which relate to any offer. By submitting an offer, the respondent agrees to these terms.

The State shall not be liable for any expenses incurred by the respondent in the preparation and presentation of the offers and may terminate the selection process at any time without prior notice. All offers submitted pursuant to this Solicitation will become the property of the State. The State will not pay any fees or expenses to the firm(s) selected in the event that any anticipated financing is not completed. The State reserves the right to waive any informality in any offer. The State reserves the right to negotiate all fees and expenses.

## X. ADDENDA, SUPPLEMENTS AND AMENDMENTS TO SOLICITATION

In the event that it becomes necessary to revise any part of the Solicitation, an addendum, supplement, or amendment to the Solicitation will be posted at the Commission's website at:

<https://www.treasury.la.gov/state-bond-commission>

It is the responsibility of the proposer to check the website for any addendums, supplements, or amendments made to the Solicitation.

## **XI. INDEPENDENT REGISTERED MUNICIPAL ADVISOR EXEMPTION**

The Commission has retained Public Resources Advisory Group, Inc. as its Independent Registered Municipal Advisor. For the purpose of complying with the Independent Registered Municipal Exemption to the Securities and Exchange Commission's Municipal Advisor Rule, the Commission has publicly disclosed such information on its' website at:

<https://www.treasury.la.gov/blank>

## **XII. SEVERABILITY**

Unless otherwise specifically provided therein, the provisions of this Solicitation are severable. If any one or more of the provisions of this Solicitation is declared to be invalid, such invalidity shall not affect other provisions, items, or applications, which can be given effect without the invalid provision, item or application. Such invalid provision or provisions shall be deemed severable from the remaining provisions of the Solicitation.

**OTHER THAN WITH RESPECT TO INQUIRIES REGARDING LEGAL OR STRUCTURAL MATTERS RELATING TO THE PROPOSED FINANCINGS AS SET FORTH UNDER "INQUIRIES" ABOVE, RESPONDENTS (INCLUDING ANY REPRESENTATIVE OF AN RESPONDENT, SUCH AS A LAWYER OR A LOBBYIST) MAY NOT CONTACT, UNDER ANY CIRCUMSTANCES, DURING THE OFFER, REVIEW AND SELECTION PROCESS, ANY OFFICIAL, EMPLOYEE OR REPRESENTATIVE OF THE STATE REGARDING ANY ASPECT OF THE SOLICITATION FOR OFFERS OR THE PROPOSED FINANCINGS. ANY VIOLATION OF THIS REQUIREMENT WILL RESULT IN DISQUALIFICATION OF YOUR OFFER. ALL DISQUALIFICATION DECISIONS ARE FINAL.**

**EXHIBIT 1**

**Underwriting Pool Selection**

Must be Completed by All Respondents Seeking to be Appointed to the Underwriting Pool.

Please note and observe the page limits stated at the end of each required inquiry shown below. Please also note that when providing the information requested in this section, you should also refer to Section VII, Instructions for Presentation of Offer. Each offer, for Senior Managing Underwriter and Co-Manager, intended to be responsive to this Solicitation must answer all of the following inquiries:

**A. Firm Qualifications and Relevant Experience of Proposed Professional Team. PAGE LIMIT: 15 PAGES**

1. State the position(s) your firm is applying for: senior managing underwriter or co- manager. Identify the individual who will be both a member of the financing team and who is capable of committing the firm’s capital and negotiating all fees and costs. State succinctly the top two reasons why your firm should be included in the underwriting pool and hired for the position for which you are applying, keeping in mind the specific qualifications required and described in this Solicitation.
2. Describe your firm by providing its full legal name, date of establishment, type of entity, current firm ownership structure and any recent or materially significant proposed changes in ownership since January 1, 2021. If you wish to be identified by additional characteristics, such as size (e.g. regional firm), ownership (e.g. minority), or other material or relevant characteristics you would like the State to consider, please so state.
3. List the long-term negotiated new money and refunding municipal bond issues for which your firm has served as senior managing underwriter or co-senior manager for all issues over \$150 million since January 1, 2021, including issues not yet completed but for which your firm has been selected as senior managing underwriter or as co-senior. Highlight bonds issued by states, state-level issuers and transportation issues. Indicate the names of up to 4 of the firm’s professionals who worked on such transactions and briefly describe each professional’s specific role. For completed issues, add a column stating the amount of each issue listed that your firm had to underwrite and take into inventory within the first week after pricing. Use the format of the chart below. Indicate the date, issuer, type of bonds (GO, Tax-supported, Appropriation-dependent, Revenue, GARVEE, etc.), total par amount of issue and unsold bonds, underwritten balance, book- running senior manager, co-senior, banker and other team members. **LISTING OF ISSUES CAN BE PROVIDED IN A SEPARATE APPENDIX AND WILL NOT COUNT AGAINST PAGE LIMIT.**

| Date | Issuer | New Money or Ref | Type of Bonds | Total Par Amt of Issue (\$000) | Total Par Amt of Unsold Bonds (\$000) | Underwritten Balance (\$000) | Book-Running Senior Manager Y/N | Co-Senior Y/N | Lead Banker & Role | Other Members of Team& Roles (up to 3) |
|------|--------|------------------|---------------|--------------------------------|---------------------------------------|------------------------------|---------------------------------|---------------|--------------------|--|
|      |        |                  |               |                                |                                       |                              |                                 |               |                    |  |

4. List the long-term negotiated new money and refunding bond issues for which your firm has served as co-manager since January 1, 2021, including issues not yet completed but for which your firm has been selected as co-manager. **LISTING OF ISSUES CAN BE PROVIDED IN A SEPARATE APPENDIX AND WILL NOT COUNT AGAINST PAGE LIMIT.**



5. If your firm provides any of the services listed below, either directly or through an affiliate, please provide a summary of your capabilities along with lists of transactions since January 1, 2021. **LISTING OF ISSUES CAN BE PROVIDED IN A SEPARATE APPENDIX AND WILL NOT COUNT AGAINST PAGE LIMIT.**
  - Private Placements or Direct Lending to Municipal Issuers;
  - Underwriting of Floating Rate Notes;
  - Municipal Tenders;
  - Letters of Credit and Standby Bond Purchase Agreements; and,
  - Municipal Remarketing Agent Services.
6. Describe your firm’s commitment to public finance, particularly over the next 24 months. Please state your commitment that your firm will remain in the public finance sector for the period extending through December 31, 2027. Describe the status and timing of any announced mergers with, or acquisitions of, any other firm that could impact the firms’ engagement with the State.
7. How much uncommitted excess net capital is currently allocated to support public finance and was allocated in 2021, 2022 and 2023?
8. Reference your firm’s most recent annual financial statement and 10-K Reports which may be viewed electronically. Provide current net capital information on your firm, a recital that your firm has complied over that same period with the Securities Exchange Commission’s Uniform Net Capital Rule and identify any capital constraints within your firm which your firm may apply to the underwriting of any of the State’s Credits. **ANNUAL FINANCIAL AND 10-K REPORTS CAN BE PROVIDED VIA AN ELECTRONIC LINK OR IN A SEPARATE APPENDIX AND WILL NOT COUNT AGAINST PAGE LIMIT.**
9. Give a brief but complete description of any criminal proceeding, criminal investigation, or other oversight entity’s investigation of alleged securities laws violations involving your firm (all areas of the firm) or any professionals in your firm who would be involved in this financing. Please cover the period January 1, 2019 through the present. Include investigations undertaken by the SEC, state blue-sky commissions, the U.S. Department of Justice and the Internal Revenue Service pursuant to the IRC Section 6700 and if your firm or any professionals in your firm are a party to any securities litigation or arbitration, or are the subject of a subpoena in connection with a municipal securities litigation investigation. Include any such investigations which concluded in an enforcement or disciplinary action ordered or imposed and a description of those actions. **ADDITIONAL INFORMATION CAN BE PROVIDED VIA ELECTRONIC LINK.**
10. Review Rule No. 1993-A of the State Bond Commission entitled “Disclosure Agreements Between Financial Professionals for Negotiated Transactions”, which is attached to this Solicitation as Exhibit 4, and recite your firm’s agreement to comply therewith.
11. Disclose any conflicts of interest or potential conflicts of interest that may arise as a result of your firm’s being hired for this engagement. Include a description of any compensation arrangement between your firm and any members of the financing team and consultants, including the State, the Commission members and their staff, Louisiana Treasury Department and staff, State Legislators and staff, and Department of Transportation and Development (“DOTD”) and staff. Please cover the period January 1, 2019 through the present.
12. Provide a statement to certify that the firm currently is in compliance with MSRB rules G-37 and G-38, if applicable. For purposes of this Solicitation, officials of the issuer include the elected officials who serve on the board of the Commission.

13. Provide a statement to certify that your firm is not engaging in a boycott of Israel, and it will, for the duration of its engagement, refrain from a boycott of Israel.

By submitting a response to this solicitation, the proposer certifies and agrees that the following information is correct: In preparing its response, the proposer has considered all proposals submitted from qualified, potential subcontractors and suppliers, and has not, in the solicitation, selection, or commercial treatment of any subcontractor or supplier, refused to transact or terminated business activities, or taken other actions intended to limit commercial relations, with a person or entity that is engaging in commercial transactions in Israel or Israeli-controlled territories, with specific intent to accomplish a boycott or divestment of Israel. The proposer also has not retaliated against any person or other entity for reporting such refusal, termination, or commercially limiting actions.

The State reserves the right to reject the response if this certification is subsequently determined to be false, and to terminate the engagement if the firm, either itself or through its parent company engages in any conduct or adopts any policies contrary to its certification. The Commission may request additional certifications from members of the underwriting pool in the future and may request confirmation or updates of certifications throughout the life of the pools.

14. Provide a statement to certify whether your firm, either itself or through its parent company has policies that: (a) If implemented by the State or its political subdivisions, would restrict or would otherwise infringe on the constitutionally protected rights of the citizens of the State to lawfully keep and bear arms, (b) If implemented by the State or its political subdivisions, would discriminate against citizens based on the citizens' exercise of their constitutional rights, or (c) If implemented by the State or its political subdivisions would otherwise unlawfully discriminate against citizens of the State.

Has your company adopted any policy which restricts or prohibits it or any of its subsidiaries from doing business with clients or customers that manufacture and/or sell firearms and/or ammunition? If yes, please describe your company policy.

The State reserves the right to reject the response if this certification is subsequently determined to be false, and to terminate the engagement if the firm, either itself or through its parent company engages in any conduct or adopts any policies contrary to its certification. The Commission may request additional certifications from members of the underwriting pool in the future and may request confirmation or updates of certifications throughout the life of the pools.

15. Provide a statement to certify whether your firm, either itself or through its parent company or any subsidiary, has or is subject to any policy, law or regulations (state or federal) which restricts prohibits, or otherwise penalized or burdens in any way it or any of its subsidiaries from doing business of any type with clients or customers in any fossil fuel related industry, including, but not limited to the petrochemical, oil and gas exploration and production, and oil and gas exploration and production service industries? If your firm has or is subject to any such policy, please describe.

The State reserves the right to reject the response if this certification is subsequently determined to be false, and to terminate the engagement if the firm, either itself or through its parent company engages in any conduct or adopts any policies contrary to its certification. The Commission may request additional certifications from members of the underwriting pool in the future and may request confirmation or updates of certifications throughout the life of the pools.

16. List the primary members of your banking team that will cover the Commission. Identify only the principal and key supporting team members. Indicate who will be the lead banker or lead bankers and who will be the supporting junior bankers on a day-to-day basis. Indicate the individual who will primarily be responsible for pricing the transactions. Provide the following information for each team member in tabular format:
  - a. Name and title;
  - b. Role of team member;
  - c. Years with current firm, years in industry;
  - d. Prior experience with the Commission with current firm and previous firm(s);
  - e. Location of primary office of team member;
  - f. Other major client list and responsibilities; and
  - g. Whether the team member is a full-time employee of the firm or is employed on a part- time or consultant basis.

A brief biographical summary may be provided in an appendix for each team member.  
**APPENDIX WILL NOT COUNT AGAINST PAGE LIMIT.**

17. Indicate the team members who will do the quantitative work in structuring bond issues, including the analysis of refundings, and identify which team members are primarily responsible and which will be backup. Describe the experience of such individuals providing quantitative expertise in structuring bond issues in the past for the Commission and for similar issuers, indicating whether this experience was while employed by your firm or a prior firm.
18. Provide as references for the members of the team to be assigned to this engagement the names and contact information (address, phone, and email address) for three government officials with three different issuers of state debt issues and/or similar bond issues and identify each reference by team member. Omit references from Louisiana Treasury Department staff, State Bond Commission members and staff, State Legislators and staff, and DOTD and staff.

**B. Distribution Capability, Bond Structuring and Execution. PAGE LIMIT: 10 PAGES**

1. Describe your firm’s municipal bond capabilities, both with respect to retail (professional and individual) and institutional sales, and any distribution advantages possessed by your firm. Include in your description the number of offices and registered representatives/financial advisors nationally and in Louisiana in the format of the chart below. Exclusive distribution through any third-party retail distribution agreements must be listed separately. Non-exclusive agreements may be referenced in the narrative but may not be included in the chart.

|  | National      |        | Louisiana     |        |
|--|---------------|--------|---------------|--------|
|  | Institutional | Retail | Institutional | Retail |
| Offices  |               |        |               |        |
| Registered Representatives   |               |        |               |        |
| Registered Representatives Through Exclusive Third-party Distribution Agreements |               |        |               |        |

2. Briefly discuss examples of transactions and circumstances where your firm used its capital to support the sale and distribution of bonds during the past three years.

3. Since January 1, 2021, what are the top 20 positions your firm has taken down into inventory when your firm was senior manager on transactions over \$50 million in par? Include in your response the date, issuer, total par amount of the issue, the total par amount of unsold bonds, the type of bonds (GO, Tax-supported, Appropriation-Dependent, Revenue, etc.), the amount of bonds your firm took into inventory, as well as the number of business days the bonds remained in inventory before 80% was sold in the format of the chart below. **CHART CAN BE PROVIDED IN A SEPARATE APPENDIX AND WILL NOT COUNT AGAINST PAGE LIMIT.**

| Date | Issuer | Type of Bonds | Total Par Amt of Issue (\$000) | Total Par Amt of Unsold Bonds | Underwritten Balance (\$000) | Underwritten Balance (%) | Number of Business Days in Inventory Before 80% of Bonds Sold |
|------|--------|---------------|--------------------------------|-------------------------------|------------------------------|--------------------------|---|
|      |        |               |                                |                               |                              |                          |   |

4. Describe how your firm provides secondary market support for obligations issued by the State of Louisiana. Provide your firm’s average weekly inventory position and average weekly secondary market trading volume in Louisiana tax-exempt and taxable debt since January 1, 2021 in the charts below. Describe how your firm provides secondary market support for obligations by the State of Louisiana. In addition, highlight any other unique means by which your firm provides secondary market support for municipal obligations.

|          | Municipal Institutional Trades                 |           |                               | Municipal Retail Trades                        |           |
|----------|--|-----------|-------------------------------|--|-----------|
|          | Average Weekly Secondary Market Trading Volume |           | Inventory Position            | Average Weekly Secondary Market Trading Volume |           |
| Year     | # of Trades                                    | Total Par | Average Weekly Position (Par) | # of Trades                                    | Total Par |
| 2024 YTD |  |           |                               |  |           |
| 2023     |  |           |                               |  |           |
| 2022     |  |           |                               |  |           |
| 2021     |  |           |                               |  |           |

5. Describe how you would assist the State in monitoring the market and deciding on the sale date for a negotiated sale. Discuss the state’s flexibility in this regard.
6. Describe any strategies you would offer that would allow the State to optimize its market execution in a negotiated sale. Specifically describe ways the State can minimize its true interest cost and spreads to MMD and reduce its exposure to interest rate volatility through a transaction development and pricing process.
7. With respect to new money issuances, generally describe bond terms, redemption features, and innovative debt management tools that can both create and sustain realistic call option features for the State. Include in this discussion a summary of the risks or costs to the State associated with such strategies.

8. Describe your firm's expectations for the fundamentals of the municipal bond market over the next three years. Discuss the impact of supply expectations on tax-exempt interest rates relative to US Treasuries and on municipal credit spreads. Provide your firm's forecast for taxable and tax- exempt municipal supply, including a forecast of refunding volume. **FORECAST CAN BE PROVIDED IN A SEPARATE APPENDIX AND WILL NOT COUNT AGAINST PAGE LIMIT.**
9. What strategies or approaches would you recommend to maximize the State's credit ratings? How would you suggest the State select rating agencies for a particular issue?
10. With respect to co-managers, identify and discuss the means by which the State can monitor and grade the performance of co-managers in a negotiated transaction. Discuss how the State should interpret the final designations of a negotiated transaction.

**C. Previous Coverage, Services and Commitment to the State. PAGE LIMIT 4 PAGES**

1. State whether your firm has participated in the underwriting syndicate or selling group for bonds issued by the Commission on behalf of the State since January 1, 2019. Indicate the orders your firm submitted in that role by providing a breakdown of those orders between professional retail, individual retail, distribution agreements, priority and member orders. Provide this information in total dollars and as a percent of your aggregate liability. Identify the institutional investors your firm brought into these transactions where your firm was not the Book-Running Senior Manager. State the total allotments and total designations received by your firm in that role since January 1, 2019.
2. Since January 1, 2019, identify the date of each meeting held with the Commission and staff, including DOTD. Provide a brief bullet-point summary of the key ideas presented. For this same time period, list the dates of memos or proposals that were otherwise presented to the Commission and staff and provide a brief bullet-point summary of the key ideas presented. Present your response in a tabular format.
3. Since January 1, 2019, with respect to refunding updates, suggested structures, or suggested timing, list dates for meetings and also for other email communications during which refunding updates were provided, and briefly state the conclusions, insights, or perspectives provided in each instance.
4. Since January 1, 2019, identify each competitive sale of the State's bonds for which your firm submitted a bid. In tabular format, provide the date, series designation, par amount, tax status, winning bid, and your firm's bid for the competitive sale. If your firm bid as part of a syndicate that submitted the winning bid, indicate the role of your firm in the syndicate and percentage of participation level.
5. Describe your firm's commitment to Louisiana including highlighting the number of offices you maintain in the State and the number of employees you have in Louisiana.

**D. Tender Experience and Approach (Not required for consideration to be a part of the Underwriter Pool. Complete only if you wish to be considered as Senior Manager for the two upcoming refunding/tender issues)**

1. Provide a detailed list of municipal transactions for which your firm served as Dealer Manager since January 1, 2021. Include issuer, issue, tender date, tax status, pricing approach (fixed spread, Dutch Auction, etc.) par amount offered for tender, par amount tendered, par amount accepted.
2. For the State's General Obligation credit, discuss your approach to developing a tender program for the credit, including the identification of candidates, approach to pricing, the process for setting savings levels, the amount of potential savings and expected savings along with considerations and potential issues. Discuss how you would incorporate a current refunding into the tender process.

Provide a debt service schedule including par by maturity, couponing, yields, spread to MMD, and takedowns by maturity as well as a listing of underwriter expenses for a current refunding of the State's outstanding Series 2014D1 and D2 General Obligation Bonds along with a tender assuming 20% participation of all tax-exempt general obligation bonds that produce at least 5% present value savings by maturity and assuming 20% participation of all taxable general obligation bonds that produce at least 1% present value savings by maturity. Assume interest rates as of April 2, 2024, a dated and closing date of September 4, 2024, first interest on December 1, 2024 and first principal on December 1, 2025

3. For the State's Gasoline and Fuels Tax credit, discuss your approach to developing a tender program for the credit, including the identification of candidates, approach to pricing, the process for setting savings levels, the amount of potential savings and expected savings along with considerations and potential issues. Identify any other refunding opportunities for the credit. Discuss any special considerations if the tendered is not conducted in conjunction with a refunding bond issue.

Provide a debt service schedule including par by maturity, couponing, yields, spread to MMD, and takedowns by maturity as well as a listing of underwriter expenses for a tender assuming 20% participation of all tax-exempt gasoline and fuels bonds that produce at least 5% present value savings by maturity and assuming 20% participation of all taxable gasoline and fuels bonds that produce at least 1% present value savings by maturity. Assume interest rates as of April 2, 2024, a dated and closing date of September 4, 2024, with principal and interest payments to align with the tendered and refunded bonds.

4. Fees - Please note fees are negotiable. **PAGE LIMIT: 1 PAGE FOR EACH FEE SHEET AND 2 PAGES FOR TAKEDOWNS BY MATURITIES AND UNDERWRITER COUNSEL.**

Provide estimated gross spread breakdowns and budgets for each of the proposed transaction(s). If your firm provides a range, the highest figure will be used. All costs/fees provided on the attached worksheet must have a cap. The completed fee sheet will serve as a comparative indicator. Please also provide a proposed takedown for each maturity. Use the attached Exhibit 3 and 4 Investment Banking Fee Proposal Worksheets.

5. Provide the names of three firms you would recommend as underwriters' counsel/dealer manager counsel the name of the lead attorney for this financing and the capped fees, including expenses, the law firm would charge. Indicate which documents you would expect underwriter's counsel and dealer manager's counsel to prepare. The State reserves the right to cap fees through negotiation.

**EXHIBIT 2**

**INVESTMENT BANKING FEE PROPOSAL  
GENERAL OBLIGATION BOND CURRENT REFUNDING AND TENDER PROGRAM  
USING THE ASSUMPTIONS PROVIDED IN QUESTION D.2.**

Fees are subject to negotiation

|  | <u>\$/ \$1,000</u> | <u>\$ Amount based<br/>on assumption<br/>provided</u> |
|--|--------------------|---|
| Management Fee   | \$ _____           | \$ _____  |
| Average Takedown <sup>1</sup> ( <i>not to exceed basis</i> )             | \$ _____           | \$ _____  |
| Total Expenses ( <i>as set forth below</i> )                             | \$ _____           | \$ _____  |
| Total  | \$ _____           | \$ _____  |
| Expense Breakdown <sup>2</sup> ( <i>maximum not to be exceeded</i> )     |                    |   |
| Clearance  | \$ _____           | \$ _____  |
| Travel   | \$ _____           | \$ _____  |
| Syndication  | \$ _____           | \$ _____  |
| Advertising  | \$ _____           | \$ _____  |
| Document Printing  | \$ _____           | \$ _____  |
| Freight & Communications   | \$ _____           | \$ _____  |
| Closing Expenses   | \$ _____           | \$ _____  |
| Underwriter's Counsel  | \$ _____           | \$ _____  |
| Day Loan/Fed Funds   | \$ _____           | \$ _____  |
| Other (Please Specify)   | \$ _____           | \$ _____  |
| _____  | \$ _____           | \$ _____  |
| _____  | \$ _____           | \$ _____  |
| Sub-Total Expenses   | \$ _____           | \$ _____  |
| Dealer Manager Fee (Based on par amount of bonds<br>accepted for tender) | \$ _____           | \$ _____  |

<sup>1</sup>Based on proposed bond structure. Please provide a proposed takedown level for each maturity separately for each proposed series.

<sup>2</sup>The State will choose the printer and all other services, as needed; however, the underwriters will pay for these services as a "pass-through" cost basis, and the "spread" will be adjusted accordingly. The State reserves the right to negotiate all fees associated with this financing.

**EXHIBIT 3**

**INVESTMENT BANKING FEE PROPOSAL  
GASOLINE AND FUELS TENDER PROGRAM  
USING THE ASSUMPTIONS PROVIDED IN QUESTION D.3.**

Fees are subject to negotiation

|  | <u>\$/ \$1,000</u> | <u>\$ Amount based<br/>on assumption<br/>provided</u> |
|--|--------------------|---|
| Management Fee   | \$ _____           | \$ _____  |
| Average Takedown <sup>1</sup> ( <i>not to exceed basis</i> ) | \$ _____           | \$ _____  |
| Total Expenses ( <i>as set forth below</i> )                 | \$ _____           | \$ _____  |
| Total  | \$ _____           | \$ _____  |

Expense Breakdown<sup>2</sup> (*maximum not to be exceeded*)

|                          |          |          |
|--------------------------|----------|----------|
| Clearance                | \$ _____ | \$ _____ |
| Travel                   | \$ _____ | \$ _____ |
| Syndication              | \$ _____ | \$ _____ |
| Advertising              | \$ _____ | \$ _____ |
| Document Printing        | \$ _____ | \$ _____ |
| Freight & Communications | \$ _____ | \$ _____ |
| Closing Expenses         | \$ _____ | \$ _____ |
| Underwriter's Counsel    | \$ _____ | \$ _____ |
| Day Loan/Fed Funds       | \$ _____ | \$ _____ |
| Other (Please Specify)   | \$ _____ | \$ _____ |
| _____                    | \$ _____ | \$ _____ |
| _____                    | \$ _____ | \$ _____ |

Sub-Total Expenses

|  |          |          |
|--|----------|----------|
|  | \$ _____ | \$ _____ |
|--|----------|----------|

|   |          |          |
|---|----------|----------|
| Dealer Manager Fee (Based on par amount of bonds accepted for tender) | \$ _____ | \$ _____ |
|---|----------|----------|

<sup>1</sup>Based on proposed bond structure. Please provide a proposed takedown level for each maturity separately for each proposed series.

<sup>2</sup>The State will choose the printer and all other services, as needed; however, the underwriters will pay for these services as a "pass-through" cost basis, and the "spread" will be adjusted accordingly. The State reserves the right to negotiate all fees associated with this financing.



## EXHIBIT 4

### RULE NO. 1993-A

Adopted March 20, 1994

#### DISCLOSURE OF AGREEMENTS BETWEEN FINANCIAL PROFESSIONALS FOR NEGOTIATED TRANSACTIONS

WHEREAS, the duties of the Louisiana State Bond Commission (“the Commission”) require that it choose financial professionals (including, without limitations, firms of underwriters, financial advisers and bond attorneys) in connection with certain bond issues and the Commission predicates such choices upon the competing firms’ experience, qualifications and performance, in order that a broad spectrum of firms including minority and women-owned and regional firms are given an opportunity to actively and fully participate in such financings; and,

WHEREAS, the Commission’s duties also require that it approve applications from local governmental entities to issue bonds and such applications include information on the financial professionals involved in handling the issues;

NOW THEREFORE, in order to insure the integrity of the structure of the financing team which the Commission is charged with the responsibility of choosing and/or approving for handling bond issues, the Commission hereby adopts the following rule regarding agreements by and between financial professionals as to the sale of such bonds:

1. Terms and/ or existence of all joint accounts and/or any other fee-splitting arrangements by and between financial professionals must be disclosed and approved by the Commission.
2. For bond issues for which the Commission is charged with the responsibility to choose the financial professionals, the following will apply;
  - a. Firms under consideration for selection by the Commission must file a disclosure statement to be submitted as part of their proposal (whether such proposal is solicited or unsolicited), listing any and all agreements by and between themselves and any other financial professionals which relate to the bond issue.
  - b. Financial professionals include, in any proposal submitted to the Commission, the name or names of any person or firm, including attorneys, lobbyists, and public relations professionals engaged to promote the selection of the particular financial entity.
  - c. Joint proposals from financial professionals will be allowed only if the Commission’s solicitation for offers requests and/or permits joint proposals. The Commission reserves the right, in its sole discretion, to decide on an issue-by-issue basis whether joint proposals will be permitted.
  - d. All financial professionals submitting joint proposals and/or intending to enter into joint accounts or any fee-splitting arrangements in connection with a bond issue must fully disclose and have approved by the Commission any plan or arrangement to share tasks, responsibilities, and fees earned, and disclose the financing professionals with whom this sharing is proposed, and any changes thereto which may occur.
  - e. The Agreement among Underwriters will govern all transactions during the underwriting period and such agreement must be disclosed and filed with the Commission.

- f. No later than forty-five (45) days following the bond sale, all participating underwriters must file with the Commission in notarized affidavit form individual post-sale reports, which include a full accounting for all bonds sold and all commissions earned, and any other compensations paid or earned in connection with such sale
3. Failure to comply with any of the provisions of Section 1 or 2 of this rule may result in a firm's immediate dismissal, disqualification from later issues, or other penalties as may be provided by law or the rules, policies and procedures of the Commission as the Commission in its sole discretion may deem appropriate.
4. For those bond issues which the Commission must approve but which the Commission is not responsible for the choice of the financial professionals, the following will apply:
  - a. The details of any arrangements for compensation of all the financial professionals in the transaction (including any joint accounts or fee-splitting agreements) and the method used to calculate the fees to be earned must be provided to the Commission in the written application. The Commission's receipt of this information is a prerequisite for being placed on the agenda.
  - b. At closing, this information must be certified in notarized affidavit form by the financial professional to be correct and filed with State Bond Commission within five (5) days thereof. This information will form a part of the public record of the bond issue.