

PROPOSALS FOR PROFESSIONAL SERVICES  
2012-2013

LEGAL (BOND COUNSEL) SERVICES

1. Wilentz, Goldman & Spitzer, P.A.  
90 Woodbridge Center Drive, Suite 900  
Woodbridge, NJ 07095
2. DeCotiis, FitzPatrick & Cole, LLP  
500 Frank W. Burr Boulevard, Suite 31  
Teaneck, NJ 07666

	Wilentz, Goldman & Spitzer	DeCotiis, FitzPatrick & Cole
Bond Issuance	\$3,000 plus 1.00/000	\$4,500 plus 1.00/000
Note Issuance	.60/000	\$2,500 minimum/hourly
Lease/Purchase	\$5,000 plus 1.10/000	\$17,500 minimum/hourly
Hourly Rates	\$150/\$70	\$185/\$100

# REQUEST FOR PROPOSAL FOR LEGAL (BOND COUNSEL) SERVICES

The Board of Education of the Township of Union is seeking proposals for legal services from firms which have a strong demonstrated ability to handle Bond Counsel and related legal work, as assigned by the General Counsel. Professional licensure in good standing is required, as well as being listed in the Bond buyer's Municipal Market "Red Book".

Proposals must be in writing and must contain hourly rates, where appropriate and flat fees for the issuance of bonds and /or notes per thousand, for all services and fees for disbursements, if any. All fee proposals shall be fixed for one (1) year from the date of award and may not be changed or withdrawn except by permission of the Board. Proposals shall also contain a Certificate of Employee Information Report (AA) and a Business Registration Certificate. Proposals shall be submitted no later than June 8<sup>th</sup>, 2012. Proposals must contain a Curriculum Vitae for all attorneys who may be assigned to handle assigned matters. The award shall be made to a vendor whose response is most advantageous to the Board, price and other factors considered.

Proposals will be opened and read aloud in the Board of Education Conference Room at the Administration Building, 2369 Morris Avenue, Union, New Jersey on June 8<sup>th</sup>, 2012 at 11:00 a.m. Your proposal must be received prior to that date and time.

Any questions or requests for clarification may be submitted to James J. Damato, General Counsel, Union Board of Education, 2369 Morris Avenue, Union, New Jersey 07083; 908-851-6411



WILENTZ, GOLDMAN & SPITZER P.A.

ATTORNEYS AT LAW

90 Woodbridge Center Drive Suite 900 Box 10 Woodbridge, NJ 07095-0958 732.636.8000 Fax 732.855.6117

Meridian Center I Two Industrial Way West Eatontown, NJ 07724-2265 732.542.4500 Fax 732.493.8387

110 William Street 26th Floor New York, NY 10038-3927 212.267.3091 Fax 212.267.3828

Two Penn Center Plaza Suite 910 Philadelphia, PA 19102 215.940.4000 Fax 215.636.3999

www.wilentz.com

Please reply to: Woodbridge Direct Dial: (732) 855-6459 Direct Fax: (732) 726-6580

DAVID T. WILENTZ (1919-1966) G. GEORGE GOLDMAN (1922-1989) HENRY M. SPITZER (1929-1988) WARREN W. WILENTZ (1949-2010)

FREDERIC K. BECKER RICHARD F. LERT JOHN A. HOFFMAN STEPHEN E. BARCAN BARRY M. EPSTEIN VINCENT P. MALTESE DAVID M. WILDSTEIN GORDON J. GOLUM MARVIN J. BRAUTH STUART A. HOBERMAN STEPHEN A. SPITZER ANNE S. BABINEAU CHRISTINE D. PETRUZZELLI BRIAN J. MOLLOY RANDALL J. RICHARDS JOSEPH J. JANKOWSKI DAVID S. GORDON FREDERICK J. DENNEHY ROY H. TANZMAN STEVEN J. TRIPP JAY J. ZIZNEWSKI JAMES E. TRABILSY MAUREEN S. BINETTI ANTHONY J. PANNELLA, JR. MICHAEL J. BARRETT MICHAEL F. SCHAF ANGELO JOHN CIFALDI KEVIN M. BERRY JOHN T. KELLY C. KENNETH SHANK EDWIN LEAVITT-GRUBERGER BRUCE M. KLEINMAN BARRY A. COOKE JON G. KUPILIK PETER R. HERMAN EDWARD T. KOLE HESSER G. McBRIDE, JR.

ERIC JOHN MARCY ROBERT C. KALTZ LYNN M. KZIS KEVIN P. RODDY DANIEL S. BERNHEIM DAVID H. STEIN DOUGLAS WATSON LUBIC DOMINICK J. BRATTI LISA A. GORAB LAWRENCE F. JACOBS BETH HINSDALE-PILLER FRED HOPKE DONALD E. TAYLOR BRETT R. HARRIS JEFFREY W. CAPPOLA ALFRED M. ANTHONY DARREN M. GELBER WILLIAM J. LINTON DONNA M. JENNINGS GIOVANNI ANZALONE PETER A. GREENBAUM WILLARD C. SHIH BLAIR R. ZWILLMAN LAWRENCE C. WEINER LAURIE E. MEYERS JOHN M. CANTALUPO BARBARA G. QUACKENBOS DAVID P. PEPE JOHN E. HOGAN EVERETT M. JOHNSON DANIEL R. LAPINSKI TODD E. LEHDER PHILIP A. TORTORETI KELLY A. ERHARDT-WOJIE ALEX LYUBARSKY OF COUNSEL ALAN B. HANDLER MYRON ROSNER R. BENJAMIN COHEN FRANCIS V. BONELLO

COUNSEL RUTH D. MARCUS RICHARD J. BYRNES JAMES E. TONREY JR. DEIRDRE WOULEF PACHECO ROBERTO BENITES JONATHAN J. BART YVONNE MARCUSE ABBY RESNICK-PARIGIAN ELLEN TORREGROSSA-O'CONNOR BARBARA J. KOONZ FRANCINE E. TAJFEL EDWARD J. ALBOWICZ ELIZABETH C. DELL ROBERT L. SELVERS MICHAEL J. WEISSLITZ

ASSOCIATES LINDA LASHBROOK LETITIA ACCARRINO ALBERTINA WEBB JOHN P. MURDOCH II MARY H. SMITH ANNA I. MONFORTH STEPHANE D. GIRONDA KEVEN H. FRIEDMAN GREGORY D. SHAFFER JESSICA SWEET LOUIS J. SEMINSKI, JR. MICHAEL F. FRIED MICHELE C. LEFKOWITZ MATTHEW SKOLNIK PAMELA R. GOLD-ZAFRA ALYSON M. LEONE VINCENT CHENG JAMIE M. BENNETT MARCELLO DE PERALTA KEITH L. HOVEY JOSEPH J. RUSSELL, JR.

EMILY D. VAIL CHERYL E. DONNORS ANTHONY WILKINSON JAY B. FELDMAN JAMES TRACY JULIA A. LOPEZ AMY HERBOLD DARRON E. BERQUIST DANIEL J. KLUSKA KARIN K. SAGE REBECCA J. WHITMARSH CORINNE L. MCCANN MICHAEL L. GALVIN SATISH V. POONDI KUSH SHUKLA RACHEL C. HEINRICH VICTORIA HWANG-MURPHY GLENN P. PRIVES ANNEMARIE T. GREENAN KATHERINE A. CZECH

← Certified Civil Trial Attorney
□ Certified Criminal Trial Attorney
† Certified Workers Comp. Attorney
1 Not admitted NJ
2 Admitted NY
3 Admitted PA
4 Admitted CT
5 Admitted DC
6 Admitted MA
7 Admitted MD
8 Admitted VA
9 Admitted CA
10 Admitted FL
11 Admitted PR
12 Admitted VT

June 6, 2012

VIA UPS OVERNIGHT DELIVERY

James J. Damato, Esq. Board Secretary/General Counsel The Board of Education of the Township of Union 2369 Morris Avenue Union, New Jersey 07083-5712

Re: Proposal for Bond Counsel Services for the 2012-2013 School Year

Dear Mr. Damato:

Please accept this letter as our proposal for bond counsel services. Thank you for affording us the opportunity to submit this proposal.

Both my partner, Anthony J. Pannella, and I are full-time municipal finance/bond attorneys, practicing extensively in the area of school facilities finance and construction law. We will both be assigned to your matter and will be available to you for all meetings and tasks.

We currently have the privilege of serving as the Board's Bond and we have extensive experience serving as bond counsel for dozens of local boards of education throughout the State. Please see Exhibit B for the reference list of board of education clients for which we serve as bond counsel.

Given the significant emphasis of our bond counsel practice in the area of school facilities finance, we have in-depth experience in the administration of the referendum and voter education process, and in the issuance of short-term school notes, long-term school bonds and school refunding bonds. In addition, we also have extensive experience in the alternative school financing structure, lease-purchase financing. We are thoroughly versed in the provisions of the Education Law and underlying regulations that govern the undertaking of school facilities construction projects and school bond refundings. **Additionally, in 2009 and 2010, The Bond Buyer (the sole national trade newspaper for the municipal bond industry), ranked our firm as the number one bond counsel firm in the New Jersey with regard to bond issuances.**

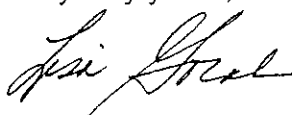
We submit our proposal with the promise that we would consider such an appointment a top priority client relationship. To help you understand the scope of our services and depth of experience, we have also enclosed herewith the following:

- Exhibit A – A description of our Municipal Finance Department and a summary of our experience and bond counsel services provided including the Curriculum Vitae for Anthony Pannella and Lisa Gorab;**
- Exhibit B – A listing of all of our current board of education clients and reference contacts;**
- Exhibit C – Our proposed bond counsel fee schedule; and**
- Exhibit D – Mandatory Affirmative Action Language along with the Certificate of Employee Information Report and Certificate of Insurance**

As your bond counsel, we would always make ourselves available to meet with you, the Superintendent and the Board of Education to discuss any aspects of the financing process. At such meetings, we hopefully could help you analyze your various financing options, and answer any questions you may have concerning the financing process.

We thank you again for the opportunity to present our credentials to serve as your bond counsel, and we hope the information presented herein is helpful to you. Please contact us in the event you desire any additional information, if you have any questions, or if you desire to meet with us.

Very truly yours,



LISA A. GORAB

## EXHIBIT C

### **OUR CHARGES FOR BOND COUNSEL SERVICES**

Our fees for bond counsel services are as follows:

A. For services rendered in connection with the conducting of referendums which are unsuccessful, a fee of \$500 for preparation of election documentation required under the Education Law and the Election Law.

B. For services rendered in connection with the conducting of successful referendums and the preparation of a referendum transcript of proceedings, a fee of \$1,000 for preparation of election documentation required under the Education Law and the Election Law.

C. For services rendered in connection with each bond issuance, a fee of \$3,000 plus \$1.00 per each thousand dollar principal amount of long-term bonds issued.

D. For services rendered in connection with each short-term bond anticipation note financing involving a private placement and not involving numerous note certificates or preparation of an official statement, a fee of \$0.60 per each thousand dollar principal amount of notes issued.

E. For services rendered in connection with each lease-purchase financing, a fee of \$5,000 plus \$1.10 per each thousand dollar principal of lease-purchase certificates issued. In the event that a lease-purchase financing is initiated but canceled prior to closing, our fee shall be reduced in an amount determined by mutual agreement between the board of education and our firm.

F. Services rendered beyond the scope of those described above will be billed at an hourly rate of \$150 for attorneys and \$70 for paralegals. Such services include work involved in the preparation or review of architectural/construction manager contracts, financial analysis, attendance at Board meetings, preparation of applications to the New Jersey Department of Education, construction bidding documentation and official statements for school bonds (which are typically prepared by the board of education's auditor or financial advisor), review of construction bids, attention to any litigation that may occur, or in regard to extraordinary tax analysis in connection with bond or note issuances or lease-purchase financings.

G. Customary at-cost disbursement expenses incurred in connection with the provision of bond counsel services shall also be charged in addition to the fees referred to herein. Such disbursements include photocopying, delivery and postage costs, newspaper publication costs, and where applicable, the costs of printing bond official statements. Please know, however, that we make every reasonable effort to limit such costs.

OFFICE  
GLENPOINTE CENTRE WEST  
500 FRANK W. BURR BLVD. SUITE 31  
TEANECK, NEW JERSEY 07666  
T: 201.928.1100 F: 201.928.0588  
WWW.DECOTIISLAW.COM

DIRECT  
JOSEPH M. DECOTIIS  
JDECOTIIS@DECOTIISLAW.COM  
201-907-5203

June 6, 2012

One (1) Original and Two (2) Copies  
Via UPS Overnight Delivery

James J. Damato, Esq.  
General Counsel  
Union Township Board of Education  
2369 Morris Avenue  
Union, New Jersey 07083

**Re: Response to Request for Proposal for Legal (Bond Counsel) Services  
to the Board of Education of the Township of Union**

Dear Mr. Damato:

DeCotiis, FitzPatrick & Cole, LLP ("DeCotiis") is pleased to submit our proposal to the Board of Education of the Township of Union (the "BOE") for Bond Counsel services pursuant to the BOE's Request for Proposal for Legal (Bond Counsel) Services. We are pleased to provide you with general information concerning our firm and, specifically, with information regarding our Public Finance Practice Group.

DeCotiis is a full service, general practice law firm with seventy (70) attorneys in our office located at Glenpointe Centre West, 500 Frank W. Burr Boulevard, Suite 31, Teaneck, New Jersey. We offer a variety of legal services to our clients, including the following areas of practice: public finance, green practice, municipal, labor, litigation, land use/redevelopment, environmental, condemnation, corporate, insurance, tax, and real estate law. DeCotiis has represented entities at every level of government, including boards of education, municipalities, counties, housing and redevelopment authorities, municipal and county public authorities, regional authorities, state agencies and authorities and the State of New Jersey itself.

All of our attorneys practice from our office in Teaneck, New Jersey. Each of our attorneys is licensed to practice law in the State of New Jersey and all are in good standing in that State



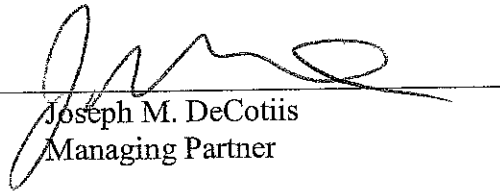
At DeCotiis, we approach each project from our client's perspective and apply our experience to obtain the best results possible, and are certain that we are uniquely qualified to represent the interests of the BOE.

Our qualifications to serve as Bond Counsel to the Board of Education of the Township of Union are illustrated in the following pages.

Sincerely yours,

DeCotiis, FitzPatrick & Cole, LLP

By:



Joseph M. DeCotiis  
Managing Partner

A list of Board of Education references is attached as Exhibit "D". Additional references will be furnished upon request.

### **BONA FIDE OFFICE IN THE STATE OF NEW JERSEY**

Our Teaneck office complies with the requirements for a "bona fide office" under the applicable provisions of the New Jersey Court Rules.

### **SUFFICIENT SUPPORT STAFF TO MEET ALL OF THE BOE'S NEEDS**

DeCotiis' attorneys are supported by a full complement of skilled and experienced staff members that include ABA certified paralegals, legal assistants, administrative assistants, accounting administrators and office management personnel. We have a full-time Information Technology Specialist and a fully-staffed copy and document reproduction center.

We use technology-based communications to provide instant and constant communication with our clients. All of our attorneys have handheld devices and remote access to our email server; many also have laptop computers that allow for wireless computing.

### **PAST AND PRESENT PUBLIC ENTITIES REPRESENTED AS BOND COUNSEL**

Attached as Exhibit "E" is a partial listing of the bond issues that our firm has participated in since 2001.

### **COST PROPOSAL**

DeCotiis is committed to providing efficient and quality legal counsel at a reasonable cost to its clients.

We propose the following fee structure, we will, however, be more than willing to tailor a fee structure that meets the BOE's needs:

A. For services rendered in connection with preparation of a bond referendum, and the compilation and review of the record of proceedings in connection therewith and the preparation of the certified copy of the proposal and the submission thereof to the Commissioner of Education, the fee will be \$3,500.00. If there were separate elections authorizing the bonds, which bonds are combined with others authorized by separate elections, there will be an additional fee of \$2,500.00 for each such proposal for which Bond Counsel reviewed a certified record of proceedings in connection therewith. In the event that an election is held but the proposal is defeated, the fee will be \$2,500.00. If the referendum involves consultations, meetings or discussions that are out of the ordinary, there will be additional fees to be charged at the hourly rates of \$185.00 for attorneys and \$100.00 for paralegals.

B. For services rendered or in connection with a permanent bond sale, the fee will be \$4,500.00 plus \$1.00 per thousand dollars of bonds issued for the first \$15,000,000 of bonds issued and \$.75 per thousand dollars of bonds issued in excess of \$15,000,000, with a minimum fee of \$5,500.00.



C. The fee for services rendered or in connection with any temporary financing involving a private placement and not involving numerous notes or review of an Official Statement, or attendance at closing, shall be billed at the hourly rate of \$195.00 for attorney time and \$120.00 for paralegal time, with a minimum fee of \$2,500.00.

D. The fee for services rendered in connection with a capital lease, including drafting of necessary documents such as the ground lease, the lease, the assignment, the trust indenture and the necessary resolutions, the applications to the Commissioner of Education and to the Local Finance Board, review of the disclosure document, attendance at meetings to discuss the financing and the documents, preparation of the closing documents and attendance at the closing, shall be billed at the hourly rate of \$195.00 for attorney time and \$120.00 for paralegal time, with a minimum fee of \$17,500.00, plus \$1.00 per thousand dollars of securities issued. In the event that the transaction cannot be completed, the fee to be charged shall be a reasonable one, based on the services performed.

E. The following services will be rendered at an hourly rate of \$195.00 for attorney time and \$120.00 for paralegal and legal assistant time: arbitrage compliance and related tax analysis, services involving disclosure and official statement work in connection with the issuance of obligations, attendance at meetings, attention to any litigation that may occur, construction contract drafting or negotiations, applications to State agencies, including the State Department of Education, the Local Finance Board, the Economic Development Authority or other agencies, review of documents and rendering of legal opinions required in connection with the issuance of a credit support such as bond insurance or letter of credit, applications to the Federal Reserve Bank for investments of proceeds of obligations in State and Local Government Series Obligations and unique research and analysis services rendered beyond the scope of the services described in this agreement.

F. In the event of a refunding bond issue providing for an escrow agreement to provide for the payment of a prior issue of bonds, there will be a fee of \$5,000.00 for a single refunded bond issue and \$2,500.00 for each additional bond issue refunded in addition to the fees described herein.

G. In the event that a bond sale is held but all bids are rejected or the sale is canceled, or this agreement is terminated prior to the sale of the bonds, the fee to be charged shall be a reasonable one, based on the services performed.

H. Customary disbursements for postage, telephone, document production and reproduction, travel and out-of-pocket expenses shall be added to the fees referred to above