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## **Your Institution**

# **UNDERWRITER REQUEST FOR PROPOSALS**

### **BACKGROUND**

Your Institution (“the College”) is a private, liberal arts College located in City, State. With an incoming freshman class of 378 and an undergraduate student body of 1,250, Your Institution is a small school that focuses on its students. Your Institution is committed to providing quintessential undergraduate education within the context of values inquiry. As a learning community, we are united by unfettered pursuit of knowledge and the creative search for truth.

At Your Institution, young men and women learn who they are, and what they can achieve. The college seeks to instill in every graduate the character, skills, and self-confidence necessary for a productive and fulfilling life in a shrinking and rapidly changing world.

Your Institution is seeking a senior managing underwriter for a bond issue in the amount of approximately \$26 million, issued in two equal parts of \$13 million: the first in March 2007, the second in 2008. The proceeds of the bond issue will be used to fund the construction of a new apartment-style residence complex, a portion of which will include a reimbursement to the College for expenses already incurred. The College intends to be in the market in late February to early March 2007. The 2007 issuance will be the College’s first public bond offering.

Please find enclosed the College’s audited financial statements for the last two fiscal years.

### **REQUEST FOR PROPOSAL INFORMATION**

For consideration as senior managing underwriter, please consider the following questions when preparing your proposal.

#### Description of Firm and Project Team

- Provide a brief description of your firm.
- State the size and components of the firm’s capital position.
- Provide a complete description of the proposed project team. Please specify which person or persons will have overall responsibility for the financing and who will be the day-to-day contact person available for meetings. Please provide resumes or relevant experience for each of the team members with an indication of each person’s availability to work on this project.

#### Relevant Experience and Market Entry Recommendations

- Describe the firm’s recent higher education underwriting experience.
- As the College’s first public bond issue, Your Institution intends to issue fixed rate bonds and will consider no variable rate instruments or interest rate hedging tools. Given the current market conditions, please provide your recommendations as to whether the College should obtain a public rating or utilize a credit enhancement to enter the market with the proposed financing.
- Please provide your views as to the security and covenant package that will be required for a rated issue given the College’s credit profile or those you believe will be required by a bond insurer, based on your recommendation above.
- Please provide the name, title, address and phone numbers of three (3) higher education clients whom the College could contact as references.

#### Underwriting/Sales Qualifications

- Please describe your firm’s retail and institutional sales capabilities, particularly within State. What sort of distribution, i.e., institutional vs. retail, would you foresee for this issue?
- Please describe your recommended marketing plan for the proposed issue. Please comment on the advantages and disadvantages of a retail order period.

- Please describe your experience with marketing higher education credits in a similar rating category.

Conflicts

- Describe any conflicts of interest relevant to the College.

Litigation

- Please identify any material litigation, disciplinary actions or penalties, and administrative proceedings affecting your firm or involving allegations of securities law violations by the firm in the past two years and the disposition of such litigation, actions, penalties or proceedings.

Fee Proposal

- Please identify a gross spread for both fixed rate insured and uninsured transactions to which the firm would commit as a not-to-exceed number for the financing. Please provide a breakout of the components of the underwriter's discount including all expenses. If underwriter's counsel is not included in the expenses, state that this is so and provide a not to exceed quote for underwriter's counsel.
- Please provide the name of at least one law firm that you would propose to hire as underwriter's counsel for this transaction.

**ADMINISTRATIVE SPECIFICATIONS**

1. Please submit an electronic copy of the proposal along with three (3) hard copies of the proposal by 5:00 p.m. on Thursday, December 28, 2006. Two (2) Copies should be sent to:

**Name**  
**Your Institution**  
**Senior Vice President for Business Affairs**  
**Your Institution**  
**Address**

and one (1) copy of the proposal should be sent to:

**Name**  
**Senior Managing Consultant**  
**Financial Management company**  
**Address**  
**City, State**

Please direct all questions to Consultant at Public Financial Management

**(xxx) xxx-xxxx.**

2. Include the name of the individual who will be the College's primary contact in regard to this RFP.
3. The College reserves the right to reject any or all proposals and to waive any irregularities in any proposal.

***It is requested that no contact be made with either bond insurers or rating agencies regarding this financing. The enclosed information, and this Request for Proposal, should be held in the strictest confidence.***