



COUNTY OF ERIE, NEW YORK

**OFFICE OF COMPTROLLER
MARK C. POLONCARZ**

**REQUEST FOR PROPOSALS
RFP # 09137BC**

2010 General Obligation Bonds

January 19, 2010

**REQUEST FOR PROPOSALS – 2010 GENERAL OBLIGATION BONDS
COUNTY OF ERIE, NEW YORK**

Erie County, New York (the "County") is seeking one or more financial institutions to serve as purchaser, placement agent and/or underwriter for approximately \$175,000,000 of the County's 2010 general obligation bonds (the "2010 Bonds").

The 2010 Bonds will be general obligations of the County, secured by its faith and credit. The payment of principal and interest on the 2010 Bonds shall be supported by, but not limited to, the County's power and statutory authority to levy ad valorem taxes on all taxable property in the County, without limitation as to rate or amount.

The County is looking for proposals from institutions willing to: (1) purchase the entire bond issue; (2) underwrite the bond issue; or (3) privately place the bond issue. Please clearly indicate which role(s) your firm would like to perform.

INSTRUCTIONS

- A. Three (3) copies of your proposal should be submitted to:

Honorable Mark C. Poloncarz
Erie County Comptroller
95 Franklin Street, Room 1100
Buffalo, New York 14202-3972

Packages Must Be Clearly Marked: Request for Proposal – 2010 General Obligation Bonds

Proposals must be delivered to the above address and received no later than Tuesday, January 26, 2010, at 3:00 p.m. Eastern Standard Time. Proposals delivered prior to the deadline will be secured unopened so long as the package is properly marked as set forth above. Late proposals will not be accepted and will be marked "TOO LATE" and returned unopened.

Two (2) copies of your proposal should also be sent to Steven Kantor, the County's financial advisor and received no later than Tuesday, January 26, 2010, at 3:00 p.m. Eastern Standard Time:

Steven Kantor, Managing Director
FirstSouthwest
250 West 57th Street, Suite 1420
New York, New York 10107

- B. All corrections made by the proposer prior to the opening must be initialed and dated by the proposer. No changes or corrections will be allowed after proposals are opened.
- C. Each proposer should carefully examine this RFP and shall contact Mr. Kantor via electronic mail for interpretations or corrections of any ambiguity, inconsistency or error.
- D. Joint responses will not be accepted.
- E. Responses must contain a manual signature of an authorized representative of the responding firm on a letter of transmittal.

ADDITIONAL INFORMATION

It is the responsibility of the proposer to inquire about and clarify any aspect of the RFP that is not understood. Questions and requests for clarification should be directed by electronic mail to Steven Kantor, the County's financial advisor at Steven.Kantor@firstsw.com.

TIMETABLE

The County expects to select the successful respondent(s) as soon as possible following the close of the RFP. The 2010 Bonds are expected to be issued in March 2010 with a settlement date no later than March 18, 2010. No in-person interviews are expected to be conducted, but the County Comptroller reserves the right to conduct telephone or other interviews and to make such inquiries as the County Comptroller determines to be appropriate.

GENERAL TERMS AND CONDITIONS

Responses should be prepared simply and economically, and should provide straightforward and concise answers. Emphasis should be placed on the completeness and clarity of the content. The County shall not be liable for any expenses incurred in the preparation or presentation of the responses.

LEGAL REQUIREMENTS

Proposers must be in full compliance with Federal, State, County and local laws, ordinances, rules and regulations that in any manner affect the items covered herein. Lack of knowledge by the proposers shall in no way be cause for relief from responsibility.

PUBLIC RECORDS

Responses will be public records, subject to the New York State Freedom of Information Law.

EVALUATION PROCESS

The proposals will be reviewed by the Erie County Comptroller and members of the County's financing team including the County's financial advisor, FirstSouthwest.

The selection of a financial institution will be based on an assessment of the specific terms offered by each proposer. The County reserves the right, however, to reject any and all responses received, and also to waive any irregularity or informality if deemed to be in the best interest of the County.

Responses must be limited to five (5) pages.

ACCEPTANCE/REJECTION

The County reserves the right to accept or to reject any or all Proposal(s) and to select the Proposal(s) which, in the opinion of the County, will be in its best interest. The County specifically may choose an institution to directly purchase and hold the bonds or to represent it as a placement agent other than the one which offered the lowest interest rate if, in the County's sole judgment, other terms and conditions are deemed to be in the best interest of the County.

The firm selected by the County to be awarded a contract will be asked to enter into negotiations with Erie County, with the intentions of awarding the contract. Neither the selection of a firm nor the issuance of a Notice of Award shall constitute the County's acceptance of the proposal or a binding commitment on behalf of the County to enter into a services contract with the firm, as any binding arrangement must be set forth in definitive documentation signed by both parties and subject to all requisite approvals. After issuance of the Notice of Award, the County intends to enter into contract with

the winning firm who shall be required to enter into a written agreement, in a form approved by the County. The winning respondent's proposal or any part thereof, may be incorporated into and made a part of the final contract(s).

THE ISSUANCE OF THIS RFP CONSTITUTES ONLY AN INVITATION TO PRESENT PROPOSALS. THE COUNTY RESERVES THE RIGHT TO DETERMINE, IN ITS SOLE DISCRETION, WHETHER ANY ASPECT OF THE PROPOSALS SATISFACTORILY MEETS THE CRITERIA ESTABLISHED IN THE RFP, THE RIGHT TO SEEK ADDITIONAL INFORMATION AND/OR CLARIFICATION FROM ANY PROPOSER(S), THE RIGHT TO NEGOTIATE WITH ANY PROPOSER(S) SUBMITTING A RESPONSE, AND THE RIGHT TO REJECT ANY OR ALL RESPONSES WITH OR WITHOUT CAUSE. IN THE EVENT THAT THE RFP IS WITHDRAWN BY THE COUNTY FOR ANY REASON, INCLUDING, BUT NOT LIMITED TO, THE FAILURE OF ANY OF THOSE THINGS OR EVENTS SET FORTH HEREIN TO OCCUR, THE COUNTY SHALL HAVE NO LIABILITY TO ANY PROPOSER FOR ANY COSTS OR EXPENSES INCURRED IN CONNECTION WITH THIS RFP OR OTHERWISE

PLEASE NOTE: ERIE COUNTY IS CURRENTLY **NOT** OPERATING UNDER A CONTROL PERIOD UNDER THE FINANCIAL OVERSIGHT OF THE ERIE COUNTY FISCAL STABILITY AUTHORITY ("ECFSA"). WHILE IN A CONTROL PERIOD THE COUNTY MUST REQUEST AND RECEIVE ECFSA APPROVAL FOR ALL CONTRACTS VALUED AT MORE THAN \$50,000.00 (FIFTY THOUSAND DOLLARS) AND ALL SHORT AND LONG-TERM COUNTY BORROWING IS SUBJECT TO ECFSA APPROVAL. POTENTIAL RESPONDENTS TO THIS RFP ARE ADVISED THAT THE COUNTY'S ACCEPTANCE OF ANY RESPONSE(S) AND AWARD OF A CONTRACT FOR THIS BORROWING MAY BE SUBJECT TO ECFSA APPROVAL IF THE ECFSA REIMPOSES A CONTROL PERIOD ON THE COUNTY PRIOR TO THE ISSUANCE OF THE BONDS.

THE ERIE COUNTY EXECUTIVE AND ERIE COUNTY LEGISLATURE MAY ALSO REQUEST AT ANY TIME THAT ECFSA BORROW ON THE COUNTY'S BEHALF.

TRANSACTION PARTICULARS

1. The transaction will be comprised of two parts: 1) a refinancing of 2009 ECFSA Notes due May 20, 2010 and 2) a new money issue.
2. The County expects to price the 2010 Bonds on or before March 4, 2010 and close the transaction no later than March 18, 2010. However, the County retains the right to expedite or delay the closing of the transaction depending on the County's cash flow needs and other factors
3. The County anticipates exploring the economic advantages of incorporating features of Build America Bond ("BAB") program in this offering.
4. The County has explored the availability of bond insurance from Assured Guaranty.

INFORMATION REQUIRED FOR YOUR RESPONSE

1. The capacity in which you will act (i.e., either as a purchaser, an underwriter or a placement agent).
2. The County general obligations are currently rated Baa2 (stable outlook) from Moody's, BBB+ (stable outlook) from Standard and Poor's, and BBB+ (stable outlook) from Fitch. Please answer the following questions: (1) Should the County pursue ratings for this transaction? If so, from which agencies? (2) Is your firm willing to perform your proposed role without (a) additional credit enhancement and/or (b) a rating from at least one of the rating agencies?

3. The County may consider several alternatives to market the 2010 Bonds. Please provide indicative tax-exempt and taxable, if applicable, interest rates on the following marketing options as of the close of business on Friday, January 22, 2010. Please also indicate which option you recommend the County should choose and provide the gross and adjusted true interest costs for that option.
4. An enumeration of any and all fees and expenses that the County would be required to pay to your firm in conjunction with your proposed role including any variations in such fees resulting from using alternative marketing options described in question (3).
5. A list of similar BAB transactions in New York State where your firm has acted in your proposed role. Please provide a listing by issuer, par, maturity date, interest rate and rating.
6. Identify the senior banker, quantitative specialist, and underwriter you propose for this transaction and indicate each of their experiences in these types of financings.
7. All proposals must state the period for which your proposal shall remain in effect, including your proposed interest rate or range of rates for this borrowing (i.e. how much time does the County have to accept or reject the proposal under the terms proposed).
8. Any other information that you believe may be significant relative to the County's decision-making process.
9. Discuss any significant disclosure concerns which may have to be addressed and the proposed due diligence process you would conduct for each alternative described in question (3).
10. Please provide a statement disclosing and describing any auction rate securities litigation, settlements or related matters to which your firm is or may be involved.