

**Sports & Exhibition Authority of Pittsburgh and Allegheny County
REQUEST FOR QUALIFICATIONS
BOND COUNSEL AND RELATED LEGAL SERVICES**

I – Summary Information

The Sports & Exhibition Authority of Pittsburgh and Allegheny County (SEA) is requesting qualifications from law firms to provide legal advice and opinions with respect to public finance matters.

Submission requirements include the following:

Due Date: 5:00pm February 17, 2010

Delivery: Rosanne Casciato
Chief Financial Officer
Sports & Exhibition Authority
Regional Enterprise Tower, Suite 2750
425 Sixth Avenue
Pittsburgh, PA 15219

Deliverables: One (1) hard copy and one (1) electronic copy

Inquiries regarding this request for proposals should be directed to Rosanne Casciato at (412) 393-0206 or rcasciato@pgh-sea.com.

The SEA reserves the right to reject any or all qualifications submitted. The SEA further reserves the right to retain all responses submitted and to use any ideas in a proposal regardless of whether that proposal is selected. Submission of a response indicates acceptance by the firm of the conditions contained in this request for qualifications, unless clearly and specifically noted in the response submitted and confirmed by the SEA.

There is no expressed or implied obligation for the SEA to reimburse firms for any expenses incurred in preparing qualifications in response to this request.

II – Background Information

Information regarding the Sports & Exhibition Authority may be found on our website at www.pgh-sea.com or a request for information may be submitted to Rosanne Casciato at the contact information previously listed.

III – Evaluation Process

Review of Qualifications

During the evaluation process, the SEA reserves the right, where it may serve the SEA's best interest, to request additional information or clarifications from respondents, or to allow corrections of errors or omissions. At the discretion of the SEA, firms submitting qualifications may be requested to make oral presentations as part of the evaluation process.

The SEA reserves the right without prejudice to reject any or all responses.

IV – Evaluation Criteria

The following represent the principal selection criteria that will be considered during the evaluation process:

1. The firm's past experience and performance with respect to significant financings and other financial transactions that may be considered/reviewed/undertaken by the SEA from time to time.
2. The qualifications of the firm's professional personnel to be assigned to the work and ability to efficiently and economically undertake the work.
3. Pricing information
4. MBE/WBE Participation
5. The existence or potential of any conflict of interest
6. The firm's familiarity with the existing financings of the SEA.

V - Use of Services by the Authority

The SEA, upon identifying its need for legal services with respect to finance matters, shall select one or more of the firms approved hereunder. The selection of the firm to perform a specific assignment shall be based on the specific needs of the Authority at the time and shall be made at the Authority's sole discretion. It is the Authority's intention to utilize the selected firms. However, in some instances, the Authority may determine that it is in its interest to issue assignments to other firms or individuals, which shall be at the Authority's sole discretion. No representation is made as to how much legal work will be assigned to any firm.

VI – Proposal Requirements

Please respond according to the following sections, clearly marking them accordingly. If you are unable to provide a response to a particular question, simply leave the section blank. Please do not provide any information other than what is specifically requested.

1. Experience

- a. Briefly describe recent bond financings (within the last three years) for which the firm has served as bond counsel or co-bond counsel. Identify your firm's role. Descriptions should include the type of bonds issued as well as the applicable credit enhancements.
- b. Briefly describe the firm's recent experience with respect to other finance transactions that may be relevant to the SEA. Identify your firm's role.

- c. Please describe any innovative or unique aspects of the transactions that your firm helped bring to fruition in any of the transactions listed above. Please limit your discussion to three examples.
- d. Transmittal letter – include the following:
 - 1) a statement attesting that the firm will perform the work according to professional law standards,
 - 2) a statement that the firm understands that, after a selection is made, all qualifications may be public records under the Pennsylvania Right to Know Law,
 - 3) a statement that neither the firm nor any partner, principal, member, or officer of the firm is currently in violation of or being investigated for violation of any regulatory agency rules that may have a material impact on the firm’s ability to provide the services requested, and
 - 4) a statement that should the status of item (3) above change while the firm is on the SEA’s approved bond counsel list, the firm will notify the SEA by writing within 30 days of discovery that such condition changed and the general nature of the issue.

2. Firm Profile

Provide a brief profile of your firm using the format below:

- a. Number of bond attorneys
- b. Number of tax attorneys whose area of expertise is tax law as it relates to tax-exempt and taxable debt

3. Biography of Assigned Principal Personnel

Identify the staff within the firm who will be performing bond counsel or other transaction work for the SEA. Please include the individuals’ relevant experience and their location.

4. References

Provide three (3) references who are currently serving on the staff of the issuing authorities or agencies listed in your response to Section 1. Provide only the names of staff members who have directly worked with one or more members of the firm’s proposed financing team. Include the reference’s name, title, address, and direct telephone number.

5. Primary Qualification

Provide a brief narrative that explains why your firm is qualified to serve as the bond counsel or provide other transaction advice for the SEA.

6. Pricing Methodology

Briefly describe your pricing methodology for serving as bond counsel and providing other transaction advice. Please note any distinctions based on type and size of issue, credit enhancement, and targeted market (e.g., private placement, public offering, etc.) or any other factor that you deem significant.

7. MBE/WBE Participation

State as succinctly as possible what specifically your firm is doing to promote opportunities for women and minority professionals in your organization and what specifically your firm proposes to do in this regard with respect to work for the SEA.

MBE/WBE participation can be satisfied by:

- a. Ownership/Partnership of firm
- b. Employment levels of minorities and/or women in the firm
- c. Use of minorities and/or women on SEA work
- d. Firm's use of minority or women-owned businesses as vendors for legal, printing, office supplies, travel, etc.
- e. Subcontracting with firms owned and controlled by minorities and/or women. If this is to be done, that fact, and the name of the proposed subcontracting firms, must be clearly identified in the proposal. No additional subcontracting will be allowed without the express prior written consent of the SEA.

8. Other Information

Please provide any other information that you believe is pertinent to the SEA's consideration of your firm. Please limit your response to no more than two (2) pages.