



**REQUEST FOR PROPOSAL FOR  
TRANSACTION COUNSEL SERVICES  
FOR THE  
FINANCING OF THE IOWA STATEWIDE INTEROPERABLE  
COMMUNICATIONS SYSTEM (ISICS)**

**MAY 19, 2016**

## **ARTICLE 1 -- INTRODUCTION**

### **1.1 Purpose**

The purpose of this Request for Proposals (“RFP”) is to solicit proposals from law firms to serve as transaction counsel for the financing of the Iowa Statewide Interoperable Communications System (“ISICS”).

This RFP is designed to provide firms with the information necessary for the preparation of competitive bid proposals. The RFP process is for the State’s benefit and is intended to provide the Treasurer with competitive information to assist in the selection process. This RFP is not intended to be comprehensive. Each firm is responsible for determining all factors necessary for submission of a comprehensive bid proposal.

### **1.2 Background Information**

ISICS is an integrated statewide public safety wireless communication system that will provide state and local public safety first responders with real time, operable and interoperable voice communications to support day-to-day, mutual aid, and task force operations. In November 2013, the Department of Administrative Services (“DAS”) issued an RFP on behalf of the Department of Public Safety, the Department of Transportation, the Department of Natural Resources, and the Department of Corrections to secure a vendor to provide a statewide 700 MHz P25 LMR network and subscriber units.

In August 2015, the DAS entered into a Communications System Agreement (the “Agreement”) with Motorola Solutions Inc. (“Motorola”) to implement ISICS. The Agreement assumed that DAS would also sign a lease purchase agreement with Motorola in order to finance \$40,742,596 of the project cost (see Exhibit A for equipment/cost details). Due to the fact that Iowa Code Chapter 12.28 gives the Treasurer of State (“Treasurer”) sole authority to enter into financing agreements on behalf of the state, DAS did not sign a lease purchase agreement with Motorola. Instead, the Agreement was amended in December 2015 (amended Agreement included as Exhibit B.)

Motorola has begun work under the Agreement and, in February 2016, received a payment of \$4,000,000 directly from the state. On May 11, 2016, the governor signed SF2326 which authorizes the Treasurer to enter into a financing agreement for the purposes of building ISICS. Pursuant to Iowa Code 12.28 and SF2326, the Treasurer intends to enter into a financing agreement to facilitate the payment of unpaid amounts totaling \$36,742,596 indicated in Amendment Number 1 to the Agreement. It is anticipated that the first draw of funds will be in August 2016.

## ARTICLE 2 -- ADMINISTRATIVE INFORMATION

### 2.1 Issuing Officer

The Issuing Officer, identified below, is the sole point of contact regarding the RFP from the date of issuance until selection of the successful firm.

**Stefanie Devin, Issuing Officer**  
**Office of Treasurer of State of Iowa**  
**stefanie.devin@iowa.gov**

### 2.2 Restriction on Communication

From the issue date of this RFP until announcement of the successful firm, firms may contact only the Issuing Officer. The Issuing Officer will respond only to questions regarding the procurement process. Questions related to the interpretation of this RFP must be submitted via e-mail to the Issuing Officer by the date and time indicated in section 2.4 of this RFP. Verbal questions related to the interpretation of this RFP will not be accepted. The Issuing Officer will collect all questions and post responses on the Treasurer's website at [www.iowatreasurer.gov](http://www.iowatreasurer.gov). Firms may be disqualified if they contact any state treasury employee other than the Issuing Officer regarding this RFP.

### 2.3 Downloading the RFP from the Internet

Any amendments will be posted on the Treasurer's website at [www.iowatreasurer.gov](http://www.iowatreasurer.gov). The firm is advised to check the Treasurer's website periodically for amendments to this RFP.

### 2.4 Procurement Timetable

The following dates are set forth for informational and planning purposes; however, the Treasurer reserves the right to change the dates.

Issue RFP – on or about May 19, 2016  
RFP Questions Due – May 26, 2017; 11AM CDT  
Response to Questions Issued – on or about June 2, 2016  
Proposals Due – June 6, 2016; 11AM CDT  
Announce Successful Firm – on or about June 10, 2016

### 2.5 Questions and Requests for Clarification

Firms are invited to submit written questions and requests for clarifications regarding the RFP. The questions or requests for clarifications must be via e-mail and received by the Issuing Officer by the date and time indicated in section 2.4 of this RFP. Verbal questions will not be permitted. If the questions or requests for clarifications pertain to a specific section of the RFP, the page and section number(s) must be referenced. Written responses to questions and requests for clarifications will be posted on the State Treasurer's website at [www.iowatreasurer.gov](http://www.iowatreasurer.gov). The written responses will be considered part of the RFP.

### 2.6 Amendment to the RFP and Bid Proposal and Withdrawal of Bid Proposal

The Treasurer reserves the right to amend the RFP at any time. The firm shall acknowledge receipt of any and all amendments in its proposal. If the amendment occurs after the closing date

for receipt of bid proposals, the Treasurer may, in his sole discretion, allow firms to amend their bid proposals in response to the amendment if necessary.

The firm may amend its bid proposal. The amendment must be in writing, signed by the firm and received by the time set for the receipt of proposals. Firms who submit proposals in advance of the deadline may withdraw, modify, and resubmit proposals at any time prior to the deadline for submitting proposals. Firms must notify the Issuing Officer in writing if they wish to withdraw their proposals.

## **2.7 Submission of Bid Proposals**

The bid proposal must be a PDF attachment submitted via e-mail addressed to the Issuing Officer pursuant to Sections 2.1 and 2.4. **This is a mandatory requirement and will not be waived by the Treasurer. Any bid proposal received after this deadline will be rejected.** It is the firm's responsibility to ensure that the bid proposal is received prior to the deadline. Firms must furnish all information necessary to evaluate the bid proposal. Bid proposals that fail to meet the mandatory requirements of the RFP will be disqualified. Information provided by the firm orally shall not be considered part of the firm's proposal.

## **2.8 Costs of Preparing the Bid Proposal**

The costs of preparation and delivery of the bid proposal are solely the responsibility of the firm submitting such proposal.

## **2.9 Rejection of Bid Proposals**

The Treasurer reserves the right to reject any or all bid proposals, in whole and in part, received in response to this RFP. Issuance of this RFP in no way constitutes a commitment by the Treasurer to award a contract.

## **2.10 Disqualification**

The Treasurer may reject proposals outright for any one of the following reasons:

**2.10.1** The firm fails to deliver the bid proposal by the due date and time.

**2.10.2** The firm states that a service requirement cannot be met.

**2.10.3** The firm's response materially changes a service requirement.

**2.10.4** The firm's response limits the rights of the Treasurer.

**2.10.5** The firm fails to include information necessary to substantiate that it will be able to meet a service requirement. A response of "will comply" or merely repeating the requirement is not sufficient. Responses must indicate present capability; representations that future developments will satisfy the requirement are not sufficient.

**2.10.6** The firm fails to respond to the Treasurer's request for information, documents, or references.

**2.10.7** The firm fails to include any signature, certification, authorization, stipulation, disclosure or guarantee requested in section 4 of this RFP.

**2.10.8** The firm presents the information requested by this RFP in a format inconsistent with the instructions of the RFP.

**2.10.9** The firm initiates unauthorized contact regarding the RFP.

**2.10.10** The firm provides misleading or inaccurate responses.

### **2.11 Nonmaterial and Material Variances**

The Treasurer reserves the right to waive or permit cure of nonmaterial variances in the bid proposal if, in the judgment of the Treasurer, it is in the State's best interest to do so. Nonmaterial variances include minor informalities that do not affect responsiveness; that are merely a matter of form or format; that do not change the relative standing or otherwise prejudice other firms; that do not change the meaning or scope of the RFP; or that do not reflect a material change in the services. In the event the Treasurer waives or permits cure of nonmaterial variances, such waiver or cure will not modify the RFP requirements or excuse the firm from full compliance with RFP specifications or other contract requirements if the firm is awarded the contract. The determination of materiality is in the sole discretion of the Treasurer.

### **2.12 Reference Checks**

The Treasurer reserves the right to contact any reference to assist in the evaluation of the bid proposal, to verify information contained in the bid proposal and to discuss the firm's qualifications.

### **2.13 Information From Other Sources**

The Treasurer reserves the right to obtain and consider information from other sources concerning a firm, such as the firm's capability and performance under other contracts.

### **2.14 Verification of Bid Proposal Contents**

The content of a bid proposal submitted by a firm is subject to verification. Misleading or inaccurate responses shall result in disqualification.

### **2.15 Bid Proposal Clarification Process**

The Treasurer reserves the right to contact a firm after the submission of bid proposals for the purpose of clarifying a bid proposal to ensure mutual understanding. The Treasurer will not consider information received if the information materially alters the content of the bid proposal. An individual authorized to legally bind the firm shall sign responses to any request for clarification. Responses shall be submitted to the Treasurer within the time specified in the request. Failure to comply with requests for additional information may result in rejection of the bid proposal as noncompliant.

### **2.16 Disposition of Bid Proposals**

All proposals become the property of the Treasurer and shall not be returned to the firm unless all bid proposals are rejected or the RFP is cancelled. Otherwise, at the conclusion of the

selection process, the contents of all bid proposals will be in the public domain and be open to inspection by interested parties subject to exceptions provided in Iowa Code Chapter 22 or other applicable law.

### **2.17 Public Records and Requests for Confidential Treatment**

The Treasurer may treat all information submitted by a firm as public information following the conclusion of the selection process unless the firm properly requests that information be treated as confidential at the time of submitting the bid proposal. The release of information is governed by Iowa Code chapter 22. Firms are encouraged to familiarize themselves with chapter 22 before submitting a proposal. The Treasurer will copy public records as required to comply with the public records laws. Any request for confidential treatment of information must be included in the transmittal letter with the firm's bid proposal. In addition, the firm must enumerate the specific grounds in Iowa Code Chapter 22 or other applicable law which support treatment of the material as confidential and explain why disclosure is not in the best interest of the public. The request for confidential treatment of information must also include the name, address, and telephone number of the person authorized by the firm to respond to any inquiries by the Treasurer concerning the confidential status of the materials.

Any bid proposal submitted which contains confidential information must be conspicuously marked on the outside as containing confidential information, and each page upon which confidential information appears must be conspicuously marked as containing confidential information. Identification of the entire bid proposal as confidential may be deemed non-responsive and disqualify the firm. If the firm designates any portion of the RFP as confidential, the firm must submit one copy of the bid proposal from which the confidential information has been excised. This excised copy is in addition to the number of copies requested in section 4 of this RFP. The confidential material must be excised in such a way as to allow the public to determine the general nature of the material removed and to retain as much of the bid proposal as possible. The Treasurer will treat the information marked confidential as confidential information to the extent such information is determined confidential under Iowa Code Chapter 22 or other applicable law by a court of competent jurisdiction.

In the event the Treasurer receives a request for information marked confidential, written notice shall be given to the firm seven calendar days prior to the release of the information to allow the firm to seek injunctive relief pursuant to Section 22.8 of the Iowa Code. The firm's failure to request confidential treatment of material will be deemed by the Treasurer as a waiver of any right to confidentiality, which the firm may have had.

### **2.18 Copyrights**

By submitting a bid proposal, the firm agrees that the Treasurer may copy the bid proposal for purposes of facilitating the evaluation of the bid proposal or to respond to requests for public records. The firm consents to such copying by submitting a bid proposal and warrants that such copying will not violate the rights of any third party. The Treasurer shall have the right to use ideas or adaptations of ideas that are presented in the bid proposals.

### **2.19 Release of Claims**

By submitting a bid proposal, the firm agrees that it will not bring any claim or cause of action against the Treasurer based on any misunderstanding concerning the information provided herein or concerning the Treasurer's failure, negligent or otherwise, to provide the firm with pertinent information as intended by this RFP.

### **2.20 Presentations**

Firms may be required to make a presentation of the bid proposal. The presentation, if necessary, will occur at the Treasurer's office. The determination as to need for presentations, the location, order, and schedule of the presentations is at the sole discretion of the Treasurer.

### **2.21 Evaluation of Bid Proposals Submitted**

Bid proposals that are timely submitted and are not subject to disqualification will be reviewed in accordance with Section 5 of the RFP. . The Treasurer will not necessarily award any contract resulting from this RFP to the Firm offering the lowest cost to the State. Instead, the Treasurer will award the contract to the compliant Firm whose proposal provides the State with the best value.

### **2.22 Choice of Law and Forum**

The laws of the State of Iowa shall govern and determine all matters arising out of or in connection with this RFP and any resulting contract without regard to the choice of law provisions of Iowa law. Changes in applicable laws and rules may affect the award process or any resulting contract. Firms are responsible for ascertaining pertinent legal requirements and restrictions. Any and all litigation or actions commenced in connection with this RFP or any resulting contract shall be brought in Des Moines, Iowa, in Polk County District Court for the State of Iowa, if jurisdiction is proper. However, if jurisdiction is not proper in the Iowa District Court for Polk County, but is proper only in a United States District Court, the matter shall be commenced in the United States District Court for the Southern District of Iowa, Central Division. This provision shall not be construed as waiving any immunity to suit or liability, in state or federal court, which may be available to the State.

### **2.23 Restrictions on Gifts and Activities**

Iowa Code Chapter 68B restricts gifts which may be given or received by state employees and requires certain individuals to disclose information concerning their activities with state government. Firms are responsible to determine the applicability of this Chapter to their activities and to comply with the requirements. In addition, pursuant to Iowa Code section 722.1, it is a felony offense to bribe or attempt to bribe a public official.

### **2.24 No Minimum Guaranteed**

The Treasurer anticipates that the selected firm will provide services as requested by the Treasurer. The Treasurer will not guarantee any minimum compensation will be paid to the firm or any minimum usage of the firm's services. Firm shall be paid only upon completion of the financing. In the event the State decides not to pursue this financing, the firm will not be paid any amount for services rendered or out-of-pocket expenses

### **ARTICLE 3 – SCOPE OF WORK**

The function of transaction counsel shall include, but shall not necessarily be limited to, the following:

- Provide advice on the terms and structure of the financing and underlying transactions and other issues pertaining to the financing;
- Provide advice on the legal requirements for financing techniques;
- Review, prepare, and negotiate all financing-related documents (including, but not limited to lease purchase agreements, amendments, ground leases, tax documents, certifications, legal opinions, and other closing and transactional documents);
- Provide third party legal opinion on the tax-exempt or taxable nature of financing transaction and use of proceeds and any other third party legal opinions deemed necessary or requested by the Treasurer;
- If requested, advise, provide assistance/and or representation in any court or administrative proceeding relating to compliance with federal laws, rules and regulations or state laws, rules and regulations as they may arise in the context of lease purchase issues;
- Cooperate and confer with any other parties or consultants that may be retained or otherwise utilized for financing purposes; and
- Provide advice and assistance on any post-closing matters or issues related to the financing that may arise during the term of the financing transaction.

Note: In November of 2012, the Treasurer conducted a competitive bidding process for its lease purchase program and, as a result, executed a Master Lease Purchase Agreement (“MLPA”) in 2013 (see Exhibit C). The Treasurer expects the terms in the MLPA to be utilized; however, given the unique, specialized nature of the equipment involved in ISICS, we understand that additional documentation or terms may be required to complete this transaction.

## ARTICLE 4 -- FORMAT AND CONTENT OF BID PROPOSALS

### 4.1 Instructions

These instructions prescribe the format and content of the bid proposal. They are designed to facilitate a uniform review process. Failure to adhere to the proposal format may result in the disqualification of the bid proposal.

**4.1.1** The bid proposal shall be an Adobe PDF document using 8.5" x 11" paper size.

**4.1.2** The bid proposal shall be attachment to an e-mail addressed to the issuing officer listed in Section 2.1. The subject line of the email should read: **“Request for Proposals for Transaction Counsel for ICICS”**

**4.1.3** If the firm designates any information in its proposal as confidential pursuant to section 2.17, the firm must also submit by e-mail one (1) copy of the bid proposal from which confidential information has been excised. The confidential material must be excised in such a way as to allow the public to determine the general nature of the material removed and to retain as much of the bid proposal as possible.

### 4.2 Technical Proposal

The following documents and responses shall be included in the bid proposal in the order given below:

#### 4.2.1 Transmittal Letter

**4.2.1.1** An individual authorized to legally bind the firm shall sign the transmittal letter. The letter shall include the firm's mailing address, electronic mail address, fax number, and telephone number.

**4.2.1.2** Any request for confidential treatment of information shall be included in the transmittal letter in addition to the specific statutory basis supporting the request and an explanation why disclosure of the information is not in the best interest of the public. The transmittal letter shall also contain the name, address and telephone number of the individual authorized to respond to the Treasurer about the confidential nature of the information.

**4.2.1.3** The firm shall specifically agree that the bid proposal is predicated upon the acceptance of all terms and conditions stated in the RFP. If the firm objects to any term or condition, the firm must specifically refer to the RFP page, and section. Objections or responses that materially alter the RFP may be deemed non-responsive and disqualify the firm.

**4.2.2.3** The firm shall guarantee in writing the availability of the services offered and that all bid proposal terms, including price, will remain firm a minimum of 90 days following the deadline for submitting proposals.

#### **4.2.2 Plan for providing services**

The firm shall describe its plan for completing the scope of work. Please include an explanation of major issues that will be considered and provide a timeline for completing the transaction.

#### **4.2.3 Experience**

The firm must provide the following information regarding its experience:

**4.2.3.1** Number of years in business.

**4.2.3.2** Number of years of experience with providing the types of services sought by the RFP.

**4.2.3.3** Describe the level of technical experience in providing the types of services sought by the RFP.

**4.2.3.4** List the number, aggregate principal amount and type of lease purchase transactions on which your firm has served as counsel in the last three years.

**4.2.3.5** List at least three (3) current or previous clients knowledgeable of the firm's performance in providing services similar to the services described in this RFP and a contact person and telephone number for each reference.

**4.2.3.6** Describe any significant changes in your firm's organization, focus or leadership related to public finance law since January 2011, and whether any changes are anticipated in the near future.

**4.2.3.7** Describe any investigative, disciplinary or enforcement actions pending against your firm, and information on any such investigations which concluded with enforcement of disciplinary action against your firm since January 2011.

#### **4.2.4 Personnel**

The firm must provide information for all key personnel who will be involved in providing the services contemplated by this RFP. The following information must be included:

**4.2.4.1** Full name.

**4.2.4.2** Years of experience and employment history particularly as it relates to the scope of services specified herein.

**4.2.4.3** Expected role in the Treasurer's transaction.

#### **4.2.5 Certification of Independence and No Conflict of Interest**

The firm shall sign and submit with the bid proposal the document included as Attachment No. 1 in which the firm shall certify that it developed the bid proposal

independently. The firm shall also certify that no relationship exists or will exist during the contract period between the firm and the Treasurer that interferes with fair competition or is a conflict of interest. The Treasurer reserves the right to reject a bid proposal or cancel the award if, in their discretion, any relationship exists that could interfere with fair competition or conflict with the interests of the Treasurer.

**4.2.6 Authorization to Release Information**

The firm shall sign and submit with the bid proposal the document included as Attachment No. 2 in which the firm authorizes the release of information to the Treasurer.

**4.2.7 Certification of True and Accurate Statements**

The firm shall sign and submit with the bid proposal the document included as Attachment No. 3 in which the firm certifies that the contents of the bid proposal are true and accurate

**4.3 Cost Proposal**

The firm shall provide a flat fee proposal for providing the services described in this RFP.

## **ARTICLE 5 --EVALUATION OF BID PROPOSALS**

### **5.1 Introduction**

This section describes the evaluation process that will be used to determine which bid proposal provides the greatest benefits to the Treasurer. The evaluation process is designed to award the contract not necessarily to the firm of least cost, but rather to the firm with the best combination of attributes to perform the required services.

### **5.2 Evaluation Committee**

The Treasurer intends to conduct a comprehensive, fair and impartial evaluation of bid proposals received in response to this RFP. The Treasurer will use an Evaluation Committee to review and evaluate the proposals. The Evaluation Committee will make a recommendation to the Treasurer. The Treasurer will select the firm. The Treasurer is not bound by the Evaluation Committee's recommendation.

## **ARTICLE 6 -- CONTRACT TERMS AND CONDITIONS**

### **6.1 Contract Award**

The contract that the Treasurer expects to award as a result of this RFP will be based upon the proposals submitted by the successful firm and this RFP. The Treasurer reserves the right to either award a contract without further negotiation with the successful firm or to negotiate contract terms with the selected firm if the best interest of the State of Iowa would be served.

### **6.2 Resulting Contract**

The contract between shall be a combination of the following:

**6.2.1** The specifications, terms and conditions of the RFP;

**6.2.2** The offer contained in the proposal of the successful firm;

**6.2.3** Any written changes or clarifications made in accordance with the provisions herein;

**6.2.4** Any other specifications, terms or conditions determined necessary by the Treasurer for the purpose of receiving the services contemplated by the RFP or otherwise determined to be in the best interests of the State of Iowa.

**6.2.5** The Treasurer may negotiate the compensation of the selected firm. The Treasurer may choose to renegotiate fees at a later date if conditions warrant.

**6.2.6** The successful firm will not subcontract or assign any of its work without the written consent of the Treasurer.

**6.2.7** The firm shall be paid only upon completion of a financing transaction. In the event the State, the Treasurer or a State Agency decides not to pursue any financing transaction, the firm will not be entitled to any compensation or any other amount for services rendered (and will not be reimbursed for any out-of-pocket expenses incurred) by the firm in connection with such transaction.

**Attachment #1**

Date

Stefanie Devin, Issuing Officer  
Office of Treasurer of State  
Des Moines, Iowa 50319

Re: Request for Proposal for Transaction Counsel Services

**CERTIFICATION OF INDEPENDENCE AND NO CONFLICT OF INTEREST**

Dear Ms. Devin:

By submitting a proposal in response to the Request for Proposals for Transaction Counsel Services (RFP), the undersigned certifies the following:

1. The proposal has been developed independently, without consultation, communication or agreement with any employee or consultant to the Treasurer who has worked on the development of this RFP, or with any person serving as a member of the evaluation committee.
2. The proposal has been developed independently, without consultation, communication or agreement with any other firm or parties for the purpose of restricting competition.
3. Unless otherwise required by law, the information found in the proposal has not been knowingly disclosed and will not be knowingly disclosed prior to the award of the contract, directly or indirectly, to any other firm.
4. No attempt has been made or will be made by (Name of Firm) to induce any other firm to submit or not to submit a proposal for the purpose restricting competition.
5. No relationship exists or will exist during the contract period between (Name of Firm) and the Treasurer that interferes with fair competition or is a conflict of interest.

Sincerely,

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Name and Title

**Attachment #2**

Date

Stefanie Devin, Issuing Officer  
Office of Treasurer of State of Iowa  
Des Moines, Iowa 50319

Re: Request for Proposal for Transaction Counsel Services

**AUTHORIZATION TO RELEASE INFORMATION**

Dear Ms. Devin:

**[name of firm]** hereby authorizes the Treasurer of State of Iowa ("Treasurer") to obtain information regarding its performance on other contracts, agreements or other business arrangements, its business reputation, and any other matter pertinent to evaluation and the selection of a successful firm in response to Request for Proposal for Transaction Counsel Services. The firm acknowledges that it may not agree with the information and opinions given by such person or entity in response to a reference request. The firm acknowledges that the information and opinions given by such person or entity may hurt its chances to receive contract awards from the Treasurer or may otherwise hurt its reputation or operations. The firm is willing to take that risk. The firm hereby releases, acquits and forever discharges the State of Iowa, the Treasurer, their officers, directors, employees and agents from any and all liability whatsoever, including all claims, demands and causes of action of every nature and kind affecting the undersigned that it may have or ever claim to have relating to information, data, opinions, and references obtained by the Treasurer in the evaluation and selection of a successful firm in response to the Request for Proposal. The firm authorizes representatives of the Treasurer to contact any and all of the persons, entities, and references which are, directly or indirectly, listed, submitted, or referenced in the undersigned's proposal submitted in response to the Request for Proposal. The firm further authorizes any and all persons, entities to provide information, data, and opinions with regard to the undersigned's performance under any contract, agreement, or other business arrangement, the undersigned's ability to perform, the undersigned's business reputation, and any other matter pertinent to the evaluation of the undersigned. The undersigned hereby releases, acquits and forever discharges any such person or entity and their officers, directors, employees and agents from any and all liability whatsoever, including all claims, demands and causes of action of every nature and kind affecting the undersigned that it may have or ever claim to have relating to information, data, opinions, and references supplied to the Treasurer in the evaluation and selection of a successful firm in response to the Request for Proposal. A photocopy or facsimile of this signed Authorization is as valid as an original.

Sincerely,

\_\_\_\_\_  
Name and Title of Authorized Representative                      Date

**Attachment #3**

Date

Stefanie Devin, Issuing Officer  
Office of Treasurer of State of Iowa  
Des Moines, Iowa 50319

Re: Request for Proposal for Transaction Counsel Services

**CERTIFICATION OF TRUE AND ACCURATE STATEMENTS**

Dear Ms. Devin:

I certify that the contents of the proposal submitted on behalf of (Name of Firm) in response to the RFP for Transaction Counsel Services are true and accurate. I also certify that (Name of Firm) has not made any knowingly false statements in its proposal.

Sincerely,

\_\_\_\_\_  
Name and Title

\_\_\_\_\_  
Date