

IN THE COUNTY COMMISSION OF WOOD COUNTY, WEST VIRGINIA

#1 COURT SQUARE, SUITE 203
PARKERSBURG, WV 26101

IN RE: MINUTES OF MEETING HELD
THURSDAY, APRIL 13, 2017

PRESENT: DAVID BLAIR COUCH, PRESIDENT
ROBERT K. TEBAY, COMMISSIONER
JAMES COLOMBO, COMMISSIONER

At 9:30 A.M., the County Commission of Wood County met in regular session. They signed purchase orders, invoices and other correspondence.

AGENDA AND DISCUSSION ITEMS

At 9:30 A.M., the County Commission approved proposed language in a Request for Proposals for Underwriting Services. (Order M/3630)

At 9:34 A.M., the County Commission authorized Bowles Rice, LLP Law Firm to represent the County Commission for the Emerson Commons Tax Increment Financing project. (Order M/3632)

At 9:35 A.M., the County Commission went into Executive Session upon motion of David Blair Couch, seconded by James E. Colombo and made unanimous by Robert K. Tebay, upon authority granted by the West Virginia Code, Chapter 6, Article 9A, Section 4, as amended: the Commissioners, met with Marty Seufer, County Administrator and Pat Lefebure, Wood County Prosecuting Attorney. All those present proceeded to discuss the matter for which the said EXECUTIVE SESSION was had,

being for attorney/client privilege. The Commission having concluded said discussion, the said EXECUTIVE SESSION adjourned at 9:47 A.M. (Order M/3631)

At 9:50 A.M., the County Commission met with the other elected officials of the County.

At 10:30 A.M., the County Commission toured the Holmes R. Shaver Annex and the Sheriff's Office.

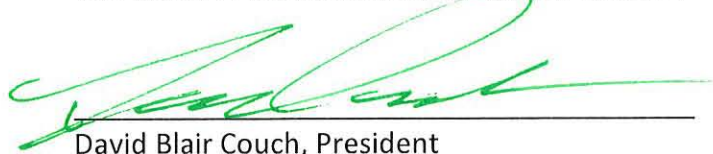
ORDERS APPROVED AND ATTACHED TO THESE MINUTES

M/3630, M/3631, M/3632,

Having no further scheduled appointments or business to attend to, the County Commission adjourned at 11:30 A.M.

APPROVED:

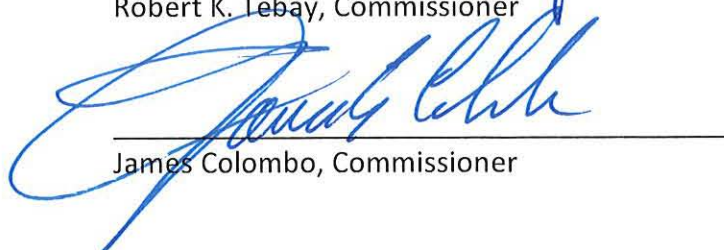
THE COUNTY COMMISSION OF WOOD COUNTY



David Blair Couch, President



Robert K. Tebay, Commissioner



James Colombo, Commissioner

To listen to this meeting, please refer to DVD labeled April 13, 2017.

Wood County Commission Meeting
Held April 13, 2017

Please Print

1.	STEPHEN SMITH
2.	BOB TEBAY
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Wood County Commission Agenda

4/13/2017

1 Court Square, Suite 203
Parkersburg, WV 26101

9:30 A.M.	Discuss Request for Proposals for Justice Center Bonds Underwriting Services	
	Select Bond Attorney for TIF Zone	
10:00 A.M.	Meet with elected officials in the Buckley Room, 3 rd Floor of the Courthouse	
11:00 A.M.	Tour the Holmes R. Shaver Annex	
	Administrator's Report	Marty Seufer, County Administrator
	County Commission Reports	

Discussion, Review and Approval of expenditures and disbursements identified on Exhibit 1, hereto attached

Correspondence for this meeting will be available for public review during regular office hours in Room 205 of the Wood County Courthouse two (2) days prior to the meeting

Exhibit 1

Discussion, Review and Approval of the following items may be included during this meeting and are available for public inspection in the Office of the County Administrator two days prior to this meeting.

Budget revisions

Purchase orders and requisitions

Revisions, reimbursement requests, resolutions and correspondence for grants

Grant disbursements to other entities

Invoices for expenditures to be paid

Reimbursements for travel expenses

Bid specifications and procedures for bids previously authorized by the Commission

Monthly Hotel Occupancy Tax Collection disbursements

Disbursements for previously approved Innovative Programming Grants

Tax refunds, exonerations, improprieties and consolidations

Probate items, including settlements, petitions and Fiduciary Commissioner reports

General Fund disbursements to entities

Funding requests from local organizations by written form

Payroll modification as submitted by elected officials

APRIL 13, 2017

IN THE COUNTY COMMISSION OF WOOD COUNTY, WEST VIRGINIA

IN RE: THE COUNTY COMMISSION DID HEREBY AUTHORIZE
PROPOSED LANGUAGE FOR BOND UNDERWRITING
SERVICES


ORDER


On this date, the County Commission of Wood County, upon a motion made by David Blair Couch, seconded by James E. Colombo and made unanimous by Robert K. Tebay, did hereby AUTHORIZE proposed language in a Request for Proposals (RFP) for Underwriting Services. Said RFP is for the possible reissuance of bonds originally utilized to construct the Wood County Justice Center.

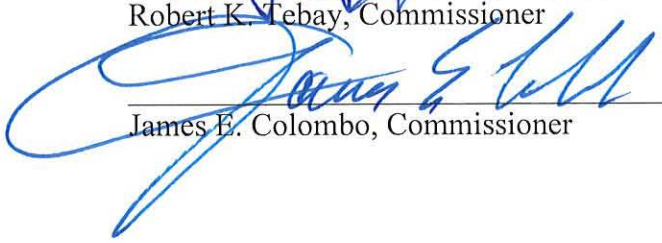
A copy of said RFP is attached to this Order and should be made a part thereof.

APPROVED:

THE COUNTY COMMISSION OF WOOD COUNTY



David Blair Couch, President

Robert K. Tebay, Commissioner

James E. Colombo, Commissioner

M/3630

REQUEST FOR PROPOSALS
FOR
UNDERWRITING SERVICES

Relating to the proposed refunding of:

\$ _____
WOOD COUNTY BUILDING COMMISSION (WEST VIRGINIA)
TAXABLE LEASE REVENUE BONDS, SERIES 2010A
(RECOVERY ZONE ECONOMIC DEVELOPMENT BONDS)

RFP Issuance Date: April 17, 2017
Proposal Due Date: May 15, 2017

SUBMITTING PROPOSALS:

Submissions are encouraged to be made electronically to seufer@woodcountywv.com under the Subject Line: "Proposal for Underwriters Service". Please include Dan A. Marshall, Esquire on the e-mail submission by copying dmarshall@suddenlinkmail.com. If the submission is not made electronically, an original and five (5) copies of the original of each proposal must be marked "Proposal for Underwriters Services" and sent to the address provided below. All submissions must be received by May 15, 2017, no later than 5:00 p.m. Please note that the receipt of proposals, either electronically or in hard copy form, by the aforementioned deadline will serve as the official record of receipt.

Name: Wood County Commission
Address: One Court Square
E-mail: seufer@woodcountywv.com
Phone: 304-424-1976
Fax: _____

All documents and information submitted in response to this solicitation shall, pursuant to West Virginia Freedom of Information Act, become public record.

Communications with representatives of the County concerning this request by you, or on your behalf, are not appropriate and will not be permitted during the submission and selection processes. Any such communication or solicitation shall be grounds for immediate disqualification of the underwriter at the sole discretion of the County. All questions and communications should be directed exclusively to Dan A. Marshall, Esquire. Questions should be submitted through e-mail to dmarshall@suddenlinkmail.com, no later than 5: p.m.

The County will not be responsible for any expenses incurred in the preparation or presentation of the proposal or interviews, or for the disclosure of any information or material received in connection with this solicitation, whether by negligence or otherwise.

SELECTION PROCESS AND CRITERIA:

The County reserves the right to reject any and all proposals, with or without cause, and waive any irregularities or informalities in the proposal. The County further reserves the right to make such investigations it deems necessary as to the qualifications of any and all proposals. Deliberate falsification of any qualifications set forth in the proposals shall result in immediate disqualification of the underwriter, at the sole discretion of the County. In the event all proposals are rejected, the County reserves the right to re-solicit proposals, at its sole discretion. A tentative timetable for the selection of underwriters is provided below.

April 17, 2017	Release of RFP
May 1, 2017	Questions due to the County
May 15, 2017	Receipt of Proposals
Week of May 22, 2017	Expected Underwriter Selection

PROPOSALS REQUIREMENTS:

I. Eligible Proposers

Proposals will be accepted only from entities which:

1. Are free from all objections and interests, which might conflict interests of the County.
2. Are experienced in municipal public finance transactions similar to the type contemplated, and have an established reputation for excellence in public finance nationwide.
3. Are able to provide assurance that the firm and all individual assigned to work on this transaction comply with the guidelines and standards established by the West Virginia Ethics Commission in 158 CSR 4.

JOINT PROPOSALS WILL NOT BE ACCEPTED

II. Required Components of Proposal

A. Letter of Transmittal (Limit 1 page)

B. Disclosure/Conflict of Interest - Mandatory (No page limit)

1. Affirm that your firm and all individuals that will be assigned to this transaction are free from all obligations and interest, which might conflict with the interest of the State and have not, in any way, violated the provisions of Legislative Rule 158 CSR 4.
2. Identify all pending litigation or regulatory action, either state or federal, if any, related to public finance in which your firm, any predecessor firm or employee is involved. For each matter, state:
 - a. Nature of the case;
 - b. Summary of the nature of the case or claim;
 - c. Status of the case or claim (e.g. circuit court, on appeal to district court, awaiting certiorari, etc.);
 - d. Approximate dollar amount involved, if any;
 - e. Improper conduct alleged, if any.
3. Identify any other existing or potential conflicts of interest, as well as your representation of parties or other relationships that might be considered a conflict of interest that may affect or involve this transaction or Wood County, West Virginia.

C. Experience (4 page limit, excluding tabular summaries)

1. Provide the core project team for this transaction. Specify the person who will be the primary day-to-day contact for this transaction and the underwriter that will be

responsible for marketing and selling the bonds, provide brief biographies of the team members, which may be provided in an appendix and excluded from page limit. Provide telephone number and e-mail address for this primary contact.

2. Describe briefly your firm's experience for bonds issued in West Virginia since April 1, 2012. Please provide a list including each issuer's name, description, sale date, par amount and firm role.

3. Described briefly your firm's private placement experience for bonds issued in West Virginia since April 1, 2012. Please provide a list including each issuer's name, description, sale date, par amount and firm role.

4. Describe briefly your firm's experience for bonds issued nationally as senior book-running manager or placement agent since April 1, 2012.

D. Finance and Marketing Plan (4 page limit, excluding tabular summaries)

1. Discuss your recommended plan of finance, including finance assumptions, including both taxable and tax exempt, preliminary interest rates, timing, sources and uses of funds, products to be used and security structures to be considered (debt service coverage, additional bonds, reserve fund or other security features). Detailed cash flows may be attached as an appendix and will not count against the page limit.

2. Describe any issue unique to the refinancing of Taxable Lease Revenue Bonds.

3. Describe your firm's marketing and distribution capabilities and the proposed marketing plan for the proposed bonds.

E. Fees and Counsel (1 page limit)

1. Provide your firm's proposed fees and expenses consistent with your bond sizing.

- a. Takedown (takedowns by maturity and average takedown)
- b. Management fee
- c. Expenses (itemized, including underwriter's counsel fee)
- d. Any other fees

APRIL 13, 2017

IN RE: EXECUTIVE SESSION OF THE WOOD COUNTY COMMISSION

This 13th day of April, 2017 at 9:35 o'clock A.M., in Room 203, of the Wood County Courthouse, Parkersburg, West Virginia, upon motion of David Blair Couch, seconded by James E. Colombo and made unanimous by Robert K. Tebay, County Commissioners, upon prior adjournment of the regular session, convened in EXECUTIVE SESSION upon authority granted by the West Virginia Code, Chapter 6, Article 9A, Sections 4, as amended:

WHEREUPON, the said David Blair Couch, President of the Commission, Robert K. Tebay and James E. Colombo, Commissioners, met with Marty Seufer, County Administrator and Pat Lefebure, Wood County Prosecuting Attorney.

All those present proceeded to discuss the matter for which the said EXECUTIVE SESSION was had, being for attorney/client privilege.

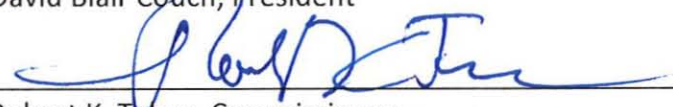
The Commission having concluded said discussion, the said EXECUTIVE SESSION adjourned at 9:47 o'clock A.M.

APPROVED:

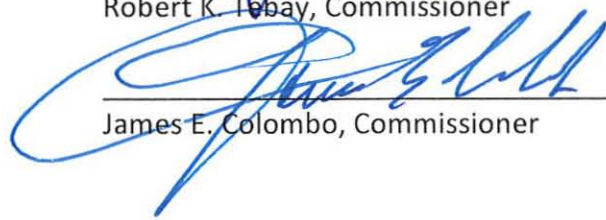
THE COUNTY COMMISSION OF WOOD COUNTY



David Blair Couch, President



Robert K. Tebay, Commissioner



James E. Colombo, Commissioner

M/3631

Mark Rhodes
WOOD County 12:49:50 PM
Instrument No 8746586
Date Recorded 04/13/2017
Document Type 000
Pages Recorded 1
Book-Page 72-940

APRIL 13, 2017

IN THE COUNTY COMMISSION OF WOOD COUNTY, WEST VIRGINIA

IN RE: THE COUNTY COMMISSION DID HEREBY AUTHORIZE
BOWLES RICE, LLP TO REPRESENT THE COMMISSION
FOR THE EMERSON COMMONS TIF ZONE

ORDER

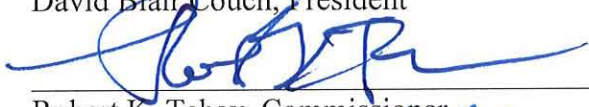
On this date, the County Commission of Wood County, upon a motion made by David Blair Couch, seconded by Robert K. Tebay and made unanimous by James E. Colombo, did hereby AUTHORIZE Bowles Rice, LLP law firm to represent the commission for the Emerson Commons Tax Increment Financing (TIF) project.

A copy of the Engagement Letter for Bowles Rice, LLP is attached to this Order and should be made a part thereof.

APPROVED:

THE COUNTY COMMISSION OF WOOD COUNTY



David Blair Couch, President

Robert K. Tebay, Commissioner

James E. Colombo, Commissioner

M/3632

101 South Queen Street
Martinsburg, West Virginia 25401

7000 Hampton Center
Morgantown, West Virginia 26505

501 Avery Street
Parkersburg, West Virginia 26101



600 Quarrier Street
Charleston, West Virginia 25301

Post Office Box 1386
Charleston, West Virginia 25325-1386
(304) 347-1100

www.bowlesrice.com

Southpointe Town Center
1800 Main Street, Suite 200
Canonsburg, Pennsylvania 15317

1217 Chapline Street
Wheeling, West Virginia 26003

480 West Jubal Early Drive, Suite 130
Winchester, Virginia 22601

April 7, 2017

Telephone — (304) 347-1736
Facsimile — (304) 343-3058

E-Mail Address:
rkiss@bowlesrice.com

Marty Seuffer, County Administrator
Wood County Commission
1 Court Square
Parkersburg, West Virginia 26101
seuffer@woodcountywv.com

VIA E-MAIL TRANSMISSION

Re: Proposal for Bond Counsel Services for the Wood County Commission (the "**Commission**") in Connection With the Issuance and Sale of Bonds (the "**Bonds**") to Finance Infrastructure Improvements for the Commission's Development District No.1 (the "**TIF District**"), for the Project Sometimes Referred to as the "Emerson Commons Project No. 1" (the "**Project**")

Dear Mr. Seuffer:

We are pleased to submit this proposal to serve as Bond Counsel to the Commission in connection with the issuance and sale of the Bonds for the Project in the TIF District, as referenced above, for a **flat fee of \$46,000 plus expenses (capped at \$1,500 maximum), to be payable at and contingent on closing of the financing. The capped all-in price (fees and expenses) is thus \$47,500.** We appreciate your providing us with pertinent background information concerning the TIF District and related financial analyses relating to the financing, which allowed us to confirm key background information and provide you with this proposal and pricing level. ***This letter, if accepted and signed by the Commission, also would serve as our formal written engagement letter.***

We believe Bowles Rice is uniquely and extremely well qualified to serve as Bond Counsel for the Bonds. Bowles Rice and its professionals have a longstanding commitment to Wood County and to economic development, and we would consider it a great honor and privilege to serve the Commission as Bond Counsel on this exciting project.

If Bowles Rice is selected, our team assigned to this financing and project would be led by the undersigned -- Roger Hunter and Bob Kiss. Mr. Hunter has 35-plus years of experience in municipal bonds and public finance including TIF bonds. Bob Kiss practices in both tax and commercial law, including economic development work, and was involved in the drafting and passage of the original tax increment financing legislation in West Virginia.

Marty Seufer, County Administrator
April 7, 2017
Page 2

We believe Bowles Rice can add value to the Project financing in multiple ways. In addition to competitive pricing, we will be providing the Commission with a team that has extensive experience in municipal bonds and public finance and related economic development work, including TIF projects and financings and both tax-exempt and taxable bonds. The Bowles Rice TIF team assigned to the Commission includes attorneys and strategists who were on the forefront of drafting the original legislation, several of its subsequent revisions and have a working knowledge of all aspects of the TIF planning and financing process. Finally, the assigned TIF team also includes seasoned attorneys with many decades of combined experience in tax and construction law as well as government relations.

In short, Bowles Rice LLP brings the following unique features and benefits to the table:

- An intense desire to work with the Commission and the finance team on this exciting project and bond issue.
- Competitive, all-in pricing: **\$47,500.00 (all fees and expenses)**.
- An unsurpassed team of experienced Bowles Rice attorneys to perform the primary work, led by municipal bond/economic development attorney Roger Hunter and economic development/TIF attorney, Bob Kiss, with assistance from Tom Percy (municipal bond/economic development attorney) and other members of the Bowles Rice Tax Increment Financing team (including attorneys with extensive tax, construction, government relations and economic development experience).
- The Firm's experience and knowledge in the areas of municipal bonds, public finance, economic development, and Tax Increment Financing.
- Bowles Rice uses a constructive and collaborative team approach to get financings to the finish line on time and on budget (using premier tax, construction and securities attorneys). Please see the attached profiles which provide additional information concerning our Tax Increment Financing team that would be assigned to this matter.
- www.bowlesrice.com has additional information about the Firm and relevant team attorneys.

Bowles Rice LLP values the opportunity to serve as Bond Counsel for these Bonds and for this Project, and we would welcome an opportunity to discuss this proposal with you. Additional information concerning the terms of our proposed engagement, are set forth below.

Scope of Representation. Specifically, we have agreed to represent the Commission as Bond Counsel in connection with the issuance and sale of the Bonds for the above-referenced Project.

As provided above, our fee for this work would be a fixed \$46,000, plus expenses and costs (subject to a cap of \$1,500 on expenses and costs), all subject to the above contingency. Thus, the contingent fixed maximum price for our work (including expenses and costs) is \$47,500.

Marty Seufer, County Administrator
April 7, 2017
Page 3

Subject to that cap and contingency, our costs and expenses will be included in our final bill, according to our standard billing practices. A copy of those practices is attached for your reference with respect to our billing of expenses and costs. Again, our fee is fixed and contingent upon and payable at closing.

We shall not be responsible for legal matters separate from this matter for which our services or advice have not been specifically requested by you and confirmed by the firm in writing. We have not asked for, and have not received, a retainer in this matter. We have discussed the likelihood that additional bond issue or issues may well be needed in the future with respect to the District, and any bond counsel work and fees for those subsequent issues would be subject to a separate agreement at the time of the actual pricing (fees and expenses) for any such work. We would be honored to assist with any such future work and believe that the pricing would be significantly lower due to efficiencies created from having done the original work on these Bonds.

You maintain the right to terminate the firm's representation upon written notice. Upon termination, copies of your files and records will be made available to you at a reasonable cost.

The firm also reserves the right to terminate the representation upon written notice, but only if permitted by Rule 1.16 of the West Virginia Rules of Professional Conduct governing attorneys licensed to practice in West Virginia ("Rule 1.16") and in accordance with Rule 1.16, when, in the firm's judgment, it is in the firm's best interest to do so. For example, the firm may terminate representation (to the extent permitted by Rule 1.16) for failure by the client to promptly pay invoices for services rendered by the firm.

File Retention Policy. Our general policy is to retain client files electronically in our firm's secure document management system for a minimum of five years following the conclusion of our representation in any matter. Any paper documents we receive will be electronically scanned and stored, and the paper will not be retained unless legally necessary. You maintain the right to terminate the firm's representation upon written notice. Upon termination, copies of your files and records will be made available to you in the format which they are kept.

Electronic E-mail. For the greater protection of client information, our firm uses a form of encrypted E-Mail. However, no system of encryption provides absolute protection of the confidentiality of information communicated by E-Mail. If you do not want the firm to use E-Mail for some, or all, of its communications with you, please advise us promptly to that effect. We will follow your instructions as to the manner in which you want to communicate with the firm.

Staffing and Fee Arrangement. On this matter, both Roger Hunter and Robert Kiss will be your primary contacts here at the firm. We may utilize other attorneys and legal assistants as your needs dictate. Some matters require greater expertise than others. It is our policy to assign and delegate responsibilities based on the degree of expertise required to handle the matter. All legal work performed will, however, be monitored and approved by one of the primary contacts assigned above.

Marty Seufer, County Administrator

April 7, 2017

Page 4

We would reiterate, briefly, that our fee would be fixed and contingent (\$46,000). Costs and expenses would be in addition and likewise would be fixed and contingent and further capped at \$1,500. Please note that the terms "expenses" and "costs" bear no relationship to time or effort spent by personnel in this firm. Instead, those terms encompass items that can be best described as "out-of-pocket expenses." "Costs" include, but are not limited to, items such as filing fees, process server fees, deposition costs, expert/consultant expenses, travel expenses, photocopying and long-distance telephone charges. Cost billings may also include computer research on-line charges, postage, copying charges and facsimile transmission charges. This list is not exhaustive, and there are other items that may fall into the category of "costs." To the extent that this law firm advances any of those costs on your behalf, you will be billed and required to pay those costs, provided, however, that, all costs and expenses are subject to the contingency and cap set forth above.

All disputes regarding our services or our billing practices shall be subject to nonbinding mediation before, and in accordance with, the then available mediation services provided through the auspices of the West Virginia State Bar.


Thank you for the trust you have expressed in our firm. We look forward to working with you in connection with this matter. Please be assured that we will do our utmost in representing your interests.

If the foregoing correctly sets forth the terms of our engagement, please indicate by signing and returning the enclosed copy of this letter.

Bowles Rice LLP



Robert S. Kiss


Roger D. Hunter

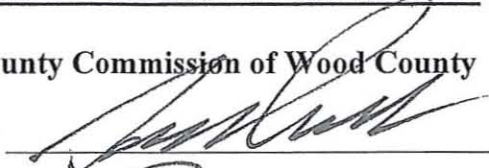
Attachments

cc: Thomas A. Heywood, Esq., Managing Partner, Bowles Rice LLP

AGREED TO AND ACCEPTED BY:

County Commission of Wood County

By



Title:

PRESIDENT

Date:

4-13-17

BILLING PRACTICES

The firm's schedule of hourly billing rates for attorneys and other professionals is based on years of experience, specialization in training and practice, and level of professional attainment. The current hourly billing rate range is:

Partners	\$175.00 to \$400.00 per hour
Associates	\$125.00 to \$295.00 per hour
Legal Assistants	\$75.00 to \$140.00 per hour

These hourly rates are subject to annual review and adjustment on January 1 of each calendar year.

Expenses

There are three expense categories which the firm will bill in addition to its fee.

1. Out-of-pocket expenses such as travel, meals, filing fees, and other similar expenses.
2. Extraordinary expenses such as deposition costs, printing costs, expert witness fees, reports, and other similar expenses, which will be billed directly to the client.
3. Administrative expenses for long-distance calls, photocopies, postage, computerized research services and messenger services are billed directly to the client.

In some cases we may incur a large expense on your behalf which necessitates billing that expense when incurred. We will consult with you and obtain your permission before obligating you for such an expense.

Billing Procedure

Our statements will be prepared and sent during the month following the month in which the service is rendered and costs advanced were incurred. We request payment of those statements and expense charges within 30 days of the statement date.

Mark Rhodes
WDD County 01:48:05 PM
Instrument No 8746596
Date Recorded 04/13/2017
Document Type CDD
Pages Recorded 6
Book-Page 72-941