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Crandall O. Jones  
*Municipal Administrator*

## MUNICIPALITY OF NORRISTOWN

### REQUEST FOR PROPOSALS:

### Bond Counsel Legal Services

#### PROPOSAL INFORMATION

**Submittal Deadline:**  
3:00 p.m. on Friday, December 2, 2016

**Submit Proposals to:**  
Office of the Municipal Administrator  
Municipality of Norristown  
235 E. Airy St  
Norristown, PA 19401-5003

**Contact for Questions:**  
Chenora Burkett  
Director of Finance  
Email: [cburkett@norristown.org](mailto:cburkett@norristown.org)

## **REQUEST FOR PROPOSALS:**

### **Bond Counsel Legal Services**

The Municipality of Norristown will accept sealed proposals for Bond Counsel Legal Services until **3:00 p.m. on Friday, December 2, 2016**, at Municipal Hall, 235 E. Airy St, Norristown, PA 19401-5003.

All proposals shall be in accordance with the Request for Proposal (“RFP”) specifications which are available and can be picked up at the Office of the Municipal Administrator, 1<sup>st</sup> Floor, Municipal Hall, and 235 E. Airy St, Norristown, PA 19401. For a copy of the RFP, please email [info@norrictown.org](mailto:info@norrictown.org) or call 610-270-0421.

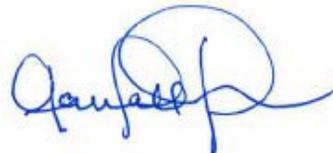
Sealed envelopes containing the proposals should be identified:

### **Bond Counsel Legal Services**

The envelopes should be delivered via hand-delivery service or overnight mail delivery service to the Office of the Administrator, at the address listed above, so as to arrive by the date and time specified above.

The Municipality of Norristown will require three (3) print copies and one (1) electronic copy of the proposal. Additionally, proposals received by the received by the submission date and time via email will also be accepted.

If you have any questions regarding the contents of this RFP, please contact Chenora Burkett, Director of Finance, as noted in the Request for Proposal.



Crandall O. Jones, ICMA-CM  
Municipal Administrator

**MUNICIPALITY OF NORRISTOWN**

**REQUEST FOR PROPOSALS:**

**Bond Counsel Legal Services**

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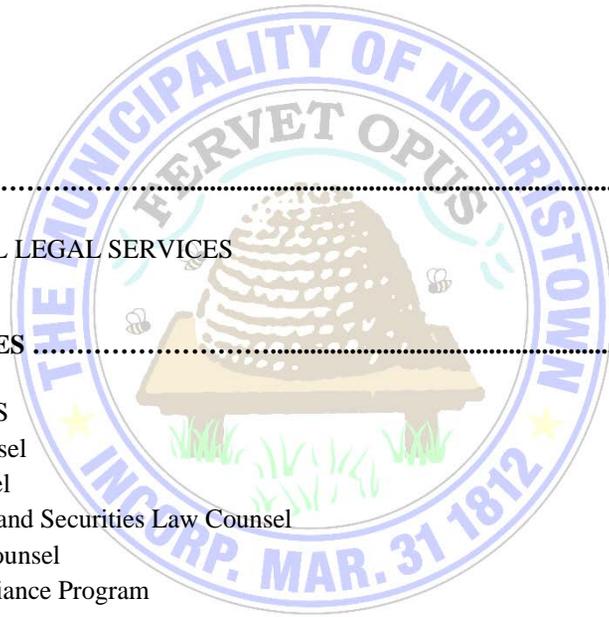
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**I. GENERAL INFORMATION**

The Municipality of Norristown is seeking Firms experienced in the field of municipal finance to submit proposals outlining in detail their ability to serve as bond, disclosure, and tax counsel to the Municipality.

**A. BACKGROUND**

The Municipality of Norristown is located in Montgomery County, Pennsylvania and is the County Seat of Montgomery County. The Municipality was incorporated in 1812 and is a “Home Rule” Municipality operating under a Municipal Council/Municipal Manager form of government. The Municipality has a population of approximately 35,000 citizens. Administrative services, police, fire, and public works are located at Municipal Hall. Four (4) volunteer fire houses and our recreation office are located offsite. For more information about the Municipality, please visit [www.norristown.org](http://www.norristown.org).

**B. RFP SCHEDULE (subject to change)**

This Request for Proposal will accommodate the following tentative schedule:

<u>DATE</u>	<u>EVENT</u>
November 22, 2016	RFP Issued and Advertised
December 2, 2016	Submission Deadline (3:00 p.m.)
December 2, 2016	Proposal Opening (3:30 p.m.)
December 5-9, 2016	Review & Evaluation of Submissions
December 12-16, 2016	Oral presentations will be scheduled as required.
December 20, 2016	Proposal Award by Municipal Council

**C. QUESTIONS** - Any questions regarding this Request for Proposal should be directed to the Norristown Finance Department in writing (preferably email) to:

Chenora Burkett, Finance Director  
Municipality of Norristown  
235 East Airy Street  
Norristown, PA 19401  
Email: [cburkett@norristown.org](mailto:cburkett@norristown.org)

All questions must be received by 2:00 p.m. on November 29, 2016. Inquiries received after 2:00 p.m. will not receive responses. No responses will be provided to telephone inquiries.

**D. ADDENDA** - To ensure consistent interpretation of certain items, answers to questions the Municipality deems to be in the interest of all will be made available to all other Respondents. Responses to questions will not be issued in the form of an Addendum to the Request for Proposal.

The Municipality of Norristown may, at our discretion and without explanation to the prospective consultant(s), at any time choose to discontinue this RFP without obligation to such prospective consultant(s).

## **II. PURPOSE**

The Municipality of Norristown (hereinafter referred to as the “Municipality”) issuing a Request for Proposal (“RFP”) from qualified companies to serve as bond, disclosure, and tax counsel to the Municipality.

### **A. BOND COUNSEL LEGAL SERVICES**

The Municipality is seeking to retain the services of bond counsel to advise it in connection with its general obligation bond financings and related projects. Issuance may include a full range of available financing techniques, including the following:

- Instruments which may be sold in the taxable bond markets, the tax-exempt bond markets, or the commercial paper markets;
- Instruments which may be secured by letters of credit, pledges of various sources of revenue, bond insurance, or other credit enhancement;
- Equipment financing; and
- Other instruments for which markets may develop during the term of the Contract.

Firms awarded a Contract under this RFP will work closely with the staff members of the Municipality, the Municipal Solicitor’s Office, the Director of Finance, the bond underwriting teams and their counsel, and other parties necessary to issue and sell the bonds, including bond rating agencies, trustees, and financial institutions.

## **III. SCOPE OF SERVICES**

### **A. REQUIREMENTS**

- 1) Bond Counsel. The Firm awarded this RFP will serve, at the direction of the Municipal Administrator or identified designee, as Bond Counsel for the Municipality with respect to the issuance of general obligation bonds issued by the Municipality. This includes the following:
  - a) Advising on developing and structuring bond issuances and financial transactions, including, without limitation the tax aspects thereof;
  - b) Advising on new and improved forms of financing for the Municipality’s programs or projects, including any refinancings or restructurings;
  - c) Advising on negotiated and competitive sales of securities and dealings with underwriters, including negotiating bond purchase agreements with underwriters;
  - d) Drafting, or participating in the drafting of, the Municipality’s Borrowing Ordinance, official statements, trust indentures, loan agreements, and other documents required for and relating to the issuance of bonds;
  - e) Advising on and analyzing the Municipality Code, other relevant federal, State, or municipal law, and any proposed federal, State or local legislation or regulations;

- f) Rendering opinions concerning the validity of the Municipality's bonds and, if applicable, the tax-exempt status of such bonds (which may include equipment financings) from federal, State, and local taxes, and other related matters; and
- g) Rendering supplemental opinions as the Municipality may require, including due diligence and the exemption of bonds from certain securities laws.

Firms awarded a Contract will not be responsible for advice with respect to any bond issues which are in progress unless the awarded Firm was involved with that particular bond issuance, and at the request of the Municipality.

All legal services are to be provided only at the request of the Municipal Administrator, Municipal Director of Finance, the Municipal Solicitor, or their respective designees. Contractors are not authorized generally to enter into discussions directly with the Municipality's personnel or its customers, clients, or other advisors.

- 2) Tax Counsel. The Contractor will advise the Municipality and its counsel on all aspects of Federal and State tax law with respect to both issuance of bonds (including equipment financings) and management of the Municipality's outstanding debt. This includes: (1) rendering opinions described in the previous section of this RFP, (2) providing current and expert advice on the application of Federal and State tax law to the Municipality's debt, programs, and projects, and (3) providing current and expert advice with respect to laws relating to arbitrage and arbitrage rebate. Advice is required at the time of issuance and also periodically between issuances with respect to portfolio management.
- 3) Disclosure and Securities Law Counsel. The Contractor will advise the Municipality on the application of federal and State securities laws to bond issuance, portfolio management, and secondary market disclosure. This will include: (1) issuance of opinions concerning exemption of the Municipality's securities from registration with the United States Securities and Exchange Commission and with State securities regulators, (2) ongoing advice concerning timing and adequacy of disclosure, and (3) advice with respect to exemption from registration of trust indentures. This also will include advice concerning the Municipality's disclosure practices.
- 4) Program Counsel. The Contractor will advise the Municipality with respect to its programs or projects, including: (1) general advice regarding program or project structuring and administration, (2) drafting of and advice with respect to Municipality Ordinance or project documents, (3) advice concerning the Municipality Code and other laws of the State. As requested from time to time, the Contractor will provide advice and assistance with issues relating to operation of Municipality's projects, and conduct loan closings or similar program transactions.
- 5) IRS Compliance Program. As requested, the Contractor will (1) provide advice to the Municipality in connection with any audits by or requests for information from the Internal Revenue Service (the "IRS"), including actions pursuant to the Tax-Exempt Bond IRS Enforcement Program, and (2) represent the Municipality in any negotiations with the IRS or any proceedings contesting compliance by the Municipality with federal tax law or regulations.

#### IV. PROPOSAL ELEMENTS

##### A. GENERAL REQUIREMENTS

- 1) Proposal Submission Three (3) print and one (1) electronic copy of the Proposal shall be received in a sealed envelope and must be prominently marked on the outside “**PROPOSAL – BOND COUNSEL LEGAL SERVICES**”
  - Sealed proposals must be submitted no later than 3:00 pm on Friday, December, 2, 2016 to:  
Office of the Municipal Administrator  
Municipality of Norristown  
235 E. Airy Street  
Norristown, PA 19401
  - Proposals can be mailed or hand delivered. Additionally, emailed proposals will be accepted. **Late proposals will not be accepted.**
- 2) Preparation cost The Municipality will not be responsible for any costs associated with the preparation, submission or presentation of any proposal.
- 3) Minority Proposer The Municipality of Norristown encourages all qualified businesses including minority-owned and women-owned business to respond to all Invitations to Requests for Proposals.
- 4) All submitted proposals will be the property of the Municipality of Norristown.
- 5) Open Records Law/Public Information Under the Pennsylvania Right-to-Know (the “Law”), 65 P.S., §67.101, eq. seq., as amended, and other applicable laws, a record in the position of the Municipality is presumed to be a public record subject to disclosure to any legal resident of the United States upon request, unless protected by a statutory exception.
- 6) This RFP shall not, without the Municipality’s prior written consent, be disclosed to any Proposer, in any manner whatsoever, in whole or in part, or used for any purpose other than the submission of Proposals to the Municipality.

##### B. MINIMUM QUALIFICATIONS

- 1) Prior Experience: All proposing Firms must:
  - a) Include at least one principal who is listed as bond counsel in the most recent edition of the Red Book; and
  - b) Have acted as bond counsel or co-bond counsel in at least four (4) issuances of tax-exempt general obligation bonds within the past five years, including two public issues of tax-exempt general obligation bonds. *(Each Firm’s Proposal shall identify each bond issue, shall state with respect to each whether there was any credit enhancement involved, and shall briefly describe its role in each issue in the technical proposal; see Section C-4)*

- 2) Admission to Practice and Principal Office. At least one principal of the proposers must be admitted to practice law before the Supreme Court of Pennsylvania. Proposers must have a principal place of business within the State of Pennsylvania.
- 3) Proposer's Capacity. The Proposer must demonstrate the capability to perform the potential volume and type of services described in Section 2, "Scope of Services". The Proposer must demonstrate its familiarity with the activities of general obligation bond issuers in general and the Municipality in particular. The Proposer must be available at all times to render services required under the Contract for all the areas in which the Proposer proposes to provide services. To be eligible to serve as Bond Counsel, the Proposer must possess the capacity to prepare trust indentures and other documents related to bond issuance accurately and efficiently.
- 4) Admission to Practice and Principal Office. At least one principal of the Proposer must be admitted to practice law before the Supreme Court of Pennsylvania. Proposers must have a principal place of business within the State of Pennsylvania.

### C. FORMAT OF TECHNICAL PROPOSAL

- 1) Title Page showing the RFP subject; the Firm's name and tax identification number, also include the State of incorporation (if incorporated); the name, address, telephone number and email address of the Firm's primary contact person for this RFP; and the date of the proposal.
- 2) Table of Contents identifying matters submitted by section and page number.
- 3) A statement that the Proposer has no relationship with any elected official of the Municipality, appointed official or any member of Municipal staff that would create a conflict of interest.
- 4) Detailed proposal organized in the order set forth below:
  - a) Executive Summary: This section will present a high-level synopsis of the Proposer's responses to the RFP. The Executive Summary should be a brief overview of the engagement and should identify the main features and benefits of the work proposed.
  - b) Qualifications: The Firm must demonstrate that it meets the minimum qualifications set forth in this RFP:
    - o **Red Book.** The following Attorney(s) on the Firm's bond team are listed in the Red Book: [please provide a list of all applicable names].
    - o **Admitted in Pennsylvania.** The following principal(s) of the Firm are admitted to practice law in Pennsylvania: [please provide a list of all applicable names].
    - o **General Public Finance Experience:** Provide a detailed description of the Firm's experience in the field of municipal finance during the last five years, with emphasis on general obligation bonds. The Firm must include the following information:

- Approximate number of bond issues in which the Firm has participated (select not more than 20 bond issues that best demonstrate your Firm's capabilities and submit in a chart/tabular form); and
  - The type of bond (e.g. tax-exempt bonds or taxable bonds, including general obligation bonds, certificates of participation and commercial paper programs) for each issuance;
  - The name of the issuer, date of issue, size of each issue, and whether the bond was private placement or public issue;
  - The range of responsibilities, including the drafting of documents and participation as bond counsel (including whether the participation was as sole bond counsel or as co-bond counsel) or special tax counsel or both.
- **Creative Solutions.** The Firm must provide at least one but not more than four examples of creative or innovative techniques or solutions to legal or financing problems developed or put forth by the Firm in connection with a general obligation bond financing, and a brief description of the Firm's involvement.
  - **Consistency of Advice.** Describe the method the Firm would implement to ensure consistency of tax advice provided to the Municipality.
  - **Document Production Capacity and Experience.** Describe the Firm's experience with and capacity to create, edit, and transmit complex documents (including transactional and disclosure documents) accurately and efficiently. Include a description of the Firm's capacity to create charts and tables and to format and produce camera-ready disclosure documents. Include information about the Firm's staff and technical capacity, the Firm's capacity to receive and transmit documents electronically, and the Firm's hardware and software resources. Describe how the Firm would address issues of compatibility with software employed by the Municipality.
  - **Disclosure Experience.** Describe the nature and depth of the Firm's experience with federal and State securities laws. Include information about both primary and secondary market disclosure.
  - **Tax Experience.** Describe the nature and depth of the Firm's experience with tax law, particularly related to tax-exempt financing.
  - **Pennsylvania Public Finance Experience.**
    - List all State agencies and political subdivisions of Pennsylvania for which the Firm has served as bond counsel or as other counsel during the last five years and identify in what capacity.
    - To the extent not covered in answers to other parts of this RFP, provide, in an Information Chart, a description of not more than ten bond issues by political subdivisions of Pennsylvania in which the Firm has participated in the last five years.

- **Related Legal Experience.** Provide a brief description of the Firm's experience in areas of the law related to public finance and the Municipality's programs; Firms may attach brief resumes of the Attorneys who work in the areas described in the sections above, but only if they will be available to consult with and give advice to the Municipality during the term of the Contract.
- **Designation of Lead Attorney.** Provide the name of the lead attorney and any other attorneys that will be assigned to the Municipality, in addition to relevant experience of the attorney (s) over the last five years.

5) Conflicts of Interest

- a) If a conflict of interest arises, the Firm must be willing to continue to represent the Municipality and be in a position to inform other existing or potential clients that they must find representation elsewhere in particular situations. The Municipality reserves the right, in its sole discretion, to select another contractor or law Firm to represent it in a particular matter if a conflict is not resolved to the satisfaction of the Municipality.
- b) Conflicts may arise not only from Attorneys named on the Contract but also from representation of parties to transactions involving the Municipality by any other member of the Firm, regardless of whether that Attorney is in the same office or a branch office. For purposes of determining whether or not there is a conflict, the Firm is understood to have a conflict if, for example: any Attorney in the Firm represents other potential issuers off such bonds; any Attorney in the Firm represents a party suing or being sued by the Municipality;
- c) Conflict Check System. The Firm shall describe in detail its existing system for identifying conflicts of interest in undertaking new representation. The description should include information about who maintains the central records, how often information is updated, and at what stage of representation the check is made. The Firm shall provide a copy of its written conflicts policy or explain in detail why there is no written policy. The Firm shall indicate whether or not it has discussed conflict of interest issues with its malpractice insurance carrier and the date it was done, whether orally or in writing, and with whom in the Firm.
- d) Potential Conflicts. Prior to entering into a Contract, the Contractor shall provide assurances that potential conflicts have been discussed with other existing clients of the Contractor who might be requested to engage other counsel for a specific transaction, and that those existing clients are amenable to such an inconvenience.
- e) Resolving Conflicts. The Firm shall identify any conflicts of interest which may arise if the Firm serves as the Municipality's counsel and shall describe how it proposes to avoid such conflicts. The Contract will require the Contractor to notify the Municipality immediately of any potential conflicts of interest and to undertake immediate action to eliminate the source of the potential conflict. The Municipality and staff of the Municipality reserve the right to make the Contractor aware of situations which may present a conflict of interest and require the Contractor to promptly remedy the situation to the satisfaction of the Municipality.

- 6) Appendix-References: Provide three (3) current client references for the lead attorney for which the attorney has performed similar work. At least one (1) of the three should be a local government agency with a responsibility for public safety, if you have any such clients. The local government should be located in Pennsylvania.
- 7) Appendix-Staffing: Include for each bond counsel team member:
  - a) Name and title (e.g. partner, associate, legal assistant);
  - b) The person's area of expertise and the areas in which the person would be providing services under the Contract;
  - c) The number of years with the Firm and of experience in each area of law;
  - d) The extent to which the person participated in any of the Firm's bond issuances;
  - e) The courts in which the person is admitted to practice, and the year of admission;
  - f) The location of the principal place or places of business; and
  - g) The person's availability during the term of the Contract.
  - h) The planned division of responsibilities among the members of the team, including para-professionals, and an approximate percentage of the time each team member is expected to devote to performing services under the Contract.
- 8) Appendix-Company Overview: Provide the following for your organization:
  - a) Official registered name (Corporate, D.B.A, Partnership, etc.) Dun and Bradstreet number, address, main telephone number, toll free number, facsimile number and website address.
  - b) Key contact name, title, address (if different from above) direct phone number and email address.
  - c) Person authorized to contractually bind the organization for any proposal against this RFP.
  - d) Brief history, including year established and number of years your company has been offering managed services, application support and project management.
  - e) Disclosures of any actual or potential conflicts of interest and pending lawsuits.
- 9) Appendix-Opinion and Writing Sample: Provide a sample bond counsel opinion and a copy of **one** official statement (or part thereof) or other document for which the Firm had substantial responsibility in connection with its participation as bond counsel, underwriter's counsel, or counsel to another party in a general obligation bond financing. In addition, the Firm shall include a statement explaining the Firm's role in creating the document, why the document is submitted, and why it reflects noteworthy work on issues relevant to the services being solicited.

- 10) The sealed cost proposal shall contain detailed pricing information relative to the work as described for each section of the RFP. The sealed cost proposal shall contain an all-inclusive price with direct and indirect costs, out of pocket expenses and telephone support.
- a) Proposed Fees. The fee proposal must state whether the firm would expect to receive the proposed fee or any part of the proposed fee, or to be reimbursed for costs incurred, in the event bonds are not issued. Preference will be given for proposed fees based upon a set fee, a fee schedule based upon the dollar amount of bonds issued, hourly rates (and number of hours) with a ceiling or some other method by which the issuer will be able to ascertain at the outset of a bond issue what the legal fees for bond counsel will be.

In preparing its fee proposal, the firm should assume the following:

- o In recent years, the Municipality's preferred method of selling bonds has been through competitive bid. However, it's possible a negotiated sale could be considered if deemed advantageous to the Municipality.
- o The following is a list of the Municipality's outstanding General Obligation Bond Issues (Original Issue Amounts). All issues were competitive sales:

1998	\$5,105,000	Taxable Series
1998	\$4,772,699	Series A
2004	\$4,040,000	Series AA
2004	\$8,545,000	Taxable Series
2006	\$3,570,753	Series-SL Projects
2006	\$1,411,000	Series-Capital

- b) Financings to be considered by the Municipality. It is anticipated that the Municipality will issue approximately \$10 million (or more, however, the goal of the Municipality is to issue Bank-Qualified debt) of a general obligation bond issue or bank loan in 2017. The purpose of the issue will be to finance capital projects of the Municipality; purchase land with the intention of working with the Montgomery County Redevelopment Authority to convey for private development; and pay for the cost of issuance.

The Municipality is also considering a refinance of the Taxable General Obligation Bonds, Series of 2004, which are currently callable. The refinance might take place at the same time as the capital projects financing or could be issued separately. The Municipality will also consider the use of either bonds or a bank loan to finance this transaction as well.

Given these assumptions, please indicate what your firm's fees would be in 2017, for general obligation bond issues in \$5 million increments from \$10 million to \$30 million for both a new money bond issue and refunding bond issue (separate pricing structure for each type of bond issue). In addition to performing the functions usually associated with bond counsel, bond counsel will provide the Municipality Council and Management ongoing legal advice on matters related to the Municipality's outstanding bonds. It is anticipated that the Municipality will pay all compensation as a cost of issuance.

**V. SELECTION PROCESS**

**A. SELECTION DATE**

Selection of the Firm(s) to provide Managed service and conduct the Project will be based on timely written proposals. Oral interviews may be conducted by telephone and in person to assist the Municipality in the selection process. It is anticipated that the selection will be made on or before the end of December 2016 and the commencement of the contract(s) anticipated by the end of December 2016.

**B. EVALUATION CRITERIA**

- 1) Any award to be made pursuant to this RFP will be based upon the proposal, with appropriate consideration given to operational, technical, cost and management requirements. Evaluation of offers will be based upon the Vendors' responsiveness to the RFP, ability of the vendor to meet the needs of the Municipality of Norristown and the total price quoted for the items covered in the RFP.
- 2) The following elements will be the primary consideration in evaluating all submitted proposals in the selection of a consultant(s):
  - Clarity and completeness of the proposal and the apparent understanding of the work to be performed;
  - General qualifications, experience and expertise of the Proposer;
  - Soundness of the methods and approach to the work;
  - Information derived from reference checks and review of other documents completed by the Proposer; and
  - Overall cost of the Firm's proposal.
  - Experience of the attorney(s) who will be working with the Municipality.

**C. RESERVATIONS REGARDING SELECTION**

The Municipality reserves the right to do any or all of the following:

- 1) Conduct interviews with some or all of the Respondents.
- 2) Reject any or all Proposals.
- 3) Waive any informality or irregularity in a Proposal.
- 4) Hold all Proposals for a period of ninety (90) days after the date fixed for the opening thereof.

- 5) Enter into good faith negotiations with the Respondents to modify service or project descriptions to a greater or lesser magnitude than described in this RFP or any Proposal.
- 6) Accept the Proposal that the Municipality deems at its sole discretion, to be the most favorable in the best interest of the Municipality.
- 7) Enter into good faith negotiations with the selected Respondents regarding the pricing set forth in the Proposal prior to entering into an agreement. If the agreement's negotiations cannot be concluded successfully with the first selected Respondent, the Municipality may negotiate an Agreement with the second selected Respondent.
- 8) Re-advertise this RFP for new Proposals as may be deemed necessary at the sole discretion of the Municipality.

## **VI. CONTRACT TERM**

- 1) The term of this contract shall be effective when executed by the Municipality and continue for three (3) years or upon completion of all work authorized on or before the expiration date, unless sooner terminated in accordance with the Agreement. The Municipality reserves the right to renew this agreement for up to one (1) additional three (3) year term. The Municipality will automatically renew this agreement on each option year unless notice is given to the Provider that the contract is not renewed.
- 2) If price adjustments are requested pursuant to the terms of the contract, the provider must notify the Municipality Chief Financial Officer ninety (90) days prior to the current terms expiration date.
- 3) The provider must maintain the insurance coverage required by the Municipality while this contract is in force, including automatic renewal terms, and shall provide documentation of such insurance in a form satisfactory to the Municipality when required.
- 4) **Start-Up.** The Provider shall familiarize itself with the Municipality, the relevant statutes, and the activities of the Municipality, as appropriate, before commencement of the Contract, **at no cost to the Municipality.**