



TWEED NEW HAVEN AIRPORT AUTHORITY
155 Burr Street
New Haven, CT
06512

March 15, 2024

**REQUEST FOR PROPOSALS
(RFP) LEGAL SERVICES –
ISSUER'S COUNSEL**

The Tweed New Haven Airport Authority (hereinafter “TNHAA” or the “Authority”) is requesting proposals for issuer’s counsel in connection with the issuance of tax exempt bonds with conduit financing for extension of the runway and east terminal projects at the Tweed-New Haven Airport (the Airport or HVN) estimated to cost approximately \$157,000,000 and routine advice from time to time regarding its the issued bonds and related bond documents, including but not limited to development of procedures and responding to questions that may arise related to the Authority’s tax compliance and continuing disclosure obligations. The successful respondent will be selected by TNHAA based on the process detailed below.

**DUE DATE: Proposals must be received no later than 2:00 p.m. on Monday, April 15, 2024.
Proposals to be submitted via email. No proposals will be accepted after such time.**

TNHAA will make the final selection of the firm and reserves the right to cancel any and all solicitations and to accept or reject, in whole or in part, any and all proposals when it is in the best interest of TNHAA as determined by TNHAA in its sole discretion.

I. INTRODUCTION

The Authority is requesting proposals from qualified firms interested in serving as issuer’s counsel to the Authority in connection with the above-referenced issuance and routine advice. The successful firm is expected to make available lawyers described in the proposal or otherwise approved by TNHAA to attend TNHAA meetings as requested from time to time and to be readily available to perform the legal services identified in the Scope of Services in a manner acceptable to TNHAA.

II. BACKGROUND

HVN is located three miles southeast of downtown New Haven, in New Haven County and is owned by the City of New Haven (the City). The Airport occupies approximately 437 acres and is located within the municipal boundaries of both the City of New Haven and the Town of East Haven. The HVN physical address is 155 Burr Street, New Haven, CT 06512. The Airport is situated near New Haven Harbor and Morris Cove where the mouth of the Quinnipiac River flows into New Haven Harbor.

The Authority is a public instrumentality and political subdivision of the State created by Sec. 15-120g-o of the Connecticut General Statutes. The TNHAA Board consists of fifteen members, each member serving not more than two consecutive four-year terms. The terms of the members shall be staggered so that not more than four members' terms shall expire at the same time. Eight members of the board shall be appointed by the mayor of New Haven and five members shall be appointed by the mayor of East Haven, at least six of whom shall be residents of New Haven or East Haven. Two members of the board shall be appointed by the South Central Regional Council of Governments, each of whom shall be a resident of any of the following towns or cities: Bethany, Branford, Guilford, Hamden, Madison, Milford, North Branford, North Haven, Orange, Wallingford, West Haven or Woodbridge.

The Airport is a public airport, constructed in 1929, and plays a vital role in the regional transportation system for accommodating aviation activity and airline passenger travel, with regularly scheduled commercial service in southern Connecticut (CT). HVN is classified as a non-hub primary commercial service facility in the FAA National Plan of Integrated Airport Systems (NPIAS).

Existing facilities at HVN include one (1) active runway (5,600 feet long), designated Runway 02-20; a taxiway system (Taxiways A-J); two (2) aprons (West Ramp and East Ramp); terminal building (originally constructed as Airport's first hangar and recently remodeled); three (3) conventional hangars; fuel farm; Aircraft Rescue and Firefighting (ARFF) and operations facility; Air Traffic Control Tower (ATCT); vehicle parking; and associated infrastructure.

The Airport's original terminal building and ATCT opened in 1931 and sits just southwest of the current terminal building. The original terminal building and ATCT was renovated in 1995 and now houses the Airport's administration offices, baggage claim and ground transportation services including rental cars.

HVN serves seventeen non-stop destinations from a two-story terminal building that was originally constructed in 1930 as the Airport's first conventional hangar. It was extensively renovated in 1995 and again in 2005 to reflect its current, multi-level floor plan and function as a passenger terminal. In 2021 temporary facilities were added to accommodate new airline service by Avelo airlines. This included relocating the ticket counters to separate trailers adjacent to the terminal and expanded hold room facilities and airline offices connected to the terminal.

HVN offers business and leisure travelers convenient access to major urban areas while maintaining the multitude of advantages of a regional airport, including shorter check-in times and less congestion.

The Airport experienced record traffic in FY23 with the continued growth of Avelo Airlines. During the twelve-month period from July 2022 through June 2023 HVN enplaned 465,538 passengers, a 209% increase over FY22. Avelo currently serves 17 non-stop destinations from New Haven and has about 300 based employees.

The Authority and the City entered into a Lease and Operating Agreement in 1998 transferring the assets of the City located at the Airport and the responsibilities for operation of the Airport previously assumed by the City to the Authority. In August of 2022, the agreement between the City and the Authority was extended for a term of 43 years. The Authority currently has a staff of two, an Executive Director responsible for oversight of the airport, performing the role of Airport Sponsor, overseeing, directing and coordinating all activities at the airport, and a second employee performing administrative assistance and public liaison roles.

The location for the proposed new terminal (the East Terminal Area) is leased and operated by The New HVN, LLC (the Lessee), under a 43-year Lease and Development Agreement (Development Agreement) with the Authority. The remainder of the Airport, including the runway, is managed by Avports HVN, LLC, an affiliate of the Lessee.

A primary component of the Lease and Development Agreement is to construct a new modern terminal and associated infrastructure on the east side of the airport. While the Lessee will be responsible for obtaining and repaying any financing for the performance of its obligations under the Development Agreement, the Authority is permitted to act as a conduit for financing purposes to enable cost effective financing for the Lessee. Any financing arrangements will be non-recourse to the Authority, will not require the Authority to incur additional obligations or liabilities without having received indemnification, or otherwise consented to, and will be in compliance with all existing Authority agreements and obligations.

It is anticipated that repayment sources for any financing would be from revenues derived by the Lessee from the leased property and other rights granted under the Development Agreement, and available Passenger Facilities Charges (PFCs) and other FAA grants as permitted under the Development Agreement. The Authority and the Lessee continue to advance project design and evaluation of funding sources. The Authority has no outstanding long-term debt, and has not previously issued bonds. The Authority has historically relied on loans from Avports and funding from the City to assist with capital projects.

III. INSTRUCTIONS FOR PROPOSAL SUBMISSION

1. **Closing Submission Date.** Proposals must be submitted no later than 2:00 p.m. on Monday, April 15, 2024.
2. **Inquiries.** All inquiries must be submitted on or before Friday, April 5, 2024. Inquiries should be emailed to: trafter@flytweed.com

Interpretations or additional information, if provided, will be communicated to firms by Thomas Rafter. If applicable, addenda will be posted to the Authority’s website and shall be considered part of the RFP.

3. **Submission Instructions.** One electronic (PDF Format) of the proposal (25 pages maximum with all attachments) must be received by TNHAA before the submission date at following email address: trafter@flytweed.com

The proposal should be submitted with the subject line clearly marked: Request for Proposal - Issuer Counsel Services

4. **Schedule.** It is anticipated that the solicitation and proposal process shall be conducted in accordance with the following schedule; however, TNHAA reserves the right to modify the schedule at its discretion.

RFP Available On-Line	March 15, 2024
Questions due	April 5, 2024
Proposals Due	April 15, 2024
Contractor Selected	May 15, 2024
Notification of Award	May 16, 2024

IV. RESERVATION OF RIGHTS

TNHAA reserves the right, in its sole discretion, to reject at any time any or all proposals and to withdraw this RFP without notice. TNHAA reserves the right to waive compliance with and/or change any of the items of this request. TNHAA reserves and may exercise the following rights and options with respect to this selection process: to request some or all of the respondent firms to provide additional material, clarification, confirmation, or modification of any information in the submission; to supplement, amend, substitute, or otherwise modify this RFP any time prior to the selection of one or more firms for negotiation, and to cancel this RFP with or without issuing another RFP; to request that some or all of the respondent firms modify proposals based on the review of all proposals; to approve or disapprove the selection of or use of sub consultants; to terminate any negotiations at any time; to accept or reject at any time prior to the execution of a professional services contractual agreement all submissions and/or to withdraw the RFP without notice; to expressly waive any defect or technicality in any proposal; to solicit new proposals; to negotiate a contract fee based on milestone payments; to assign any or all of the finalized and executed contract to a third party.

TNHAA is not responsible for any internal or external delivery delays which may cause any proposal to arrive beyond the stated deadline. Each firm or other respondent agrees to bear all costs of its response and participation in the process described in this RFP; there shall be no reimbursement for any costs relating to the preparation of responses or proposals in connection with this process.

Proposers may be required to give an oral presentation to TNHAA to clarify or elaborate on the written proposal via interview.

V. SCOPE OF SERVICES

Issuer's Counsel Services

The successful respondent will be readily available to perform services in a manner acceptable to TNHAA, as requested by the Executive Director and/or the Board of Directors. Issuer's counsel services required by TNHAA may include but is not limited to the following:

1. Assistance and consultation with the Authority's staff relating to the issuance, including compliance with the Lease and Development Agreement, the Amended and Restated Lease and Operating Agreement with the City of New Haven, FAA Grant Assurances, and other existing obligations.
2. Interpretation and application of state, local, and federal laws and regulations pertaining to the debt, including meetings, filings, and disclosure obligations.
3. Development of internal written procedures relating to matters of disclosure and compliance.
4. Review drafts of the Loan Agreement or Financing Agreement between the Authority and Lessee.
5. Review drafts of a Trust Indenture or Agreement, Authority resolutions, and other Authority documents required to secure the issue.
6. Participation in all necessary conferences and meetings required to prepare, sell and deliver the relevant debt instrument, including any due diligence calls or meetings required by the Lessee.
7. Review of the documents necessary to accomplish the issuance including any report or certifications required by the Authority's Trust Indenture.
8. Assistance with the preparation of sections of the official statement relevant to the Authority.
9. Preparation of issuer's counsel opinion including documents deemed necessary to support such opinions, and Continuing Disclosure Certificate, if applicable.
10. If requested by the Authority, present information on the legal aspects of the financing to the Board and or its committees. Be available to meet in person at the Authority's office with a 48 hour notice.
11. Represent the Authority's legal interests in connection with the transaction.
12. Usual and customary issuer counsel services as required to complete the proposed issuance project and to provide routine advice to the Authority as described in the Introduction.

Bond Counsel Services

It is anticipated that the Lessee will appoint Bond Counsel for this transaction. As such, it is anticipated that the Authority's Issuer's Counsel would **not** have a significant role in performing tasks such as:

1. Providing advice on the legal aspects of the financing structure of the debt instrument
2. Preparing substantial portions of the preliminary and final official statements
3. Preparing drafts of the Loan Agreement/Financing Agreement and Trust Indenture/Agreement
4. Coordination with the consulting engineer, traffic consultant, Lessee or other Lessee consultants in relevant aspects of the project funding
5. Providing guidance to the Lessee on the tax status (AMT, non-AMT, taxable) of the projects to be financed.
6. Conduct the settlement of the issuance, including rendering and delivering an appropriate opinion as to the validity of the issue and the tax-exempt status of the interest to be paid thereon, as applicable.
7. Preparing a transcript of the closing documents, with a CD set of the transaction for the Authority, Trustee, and other parties as required.
8. Assistance with borrower's continuing disclosures

In addition, some tasks may be a joint effort between Issuer's Counsel and Bond Counsel. The Authority anticipates negotiating the scope and fee as part of the contracting process.

VI. PROPOSAL REQUIREMENTS

Format: Proposals may comprise more than one firm. If more than one firm is included, the anticipated structure and roles of each firm should be clearly stated. Proposals must be submitted in accordance with the following format:

A. Transmittal Letter

The transmittal letter should be on the letterhead of the proposer. The letter should be signed by a partner of the firm.

B. Firm Description and Experience

Please provide a profile of the firm including:

1. The total number of offices of the firm, locations of main offices, and the total number of partners and associates.
2. The location of the office(s) from which the work for TNHAA is to be managed and the responsible partners, associates, and legal assistants for such work.
3. A brief history of the firm and its bond/issuer counsel practice, including length of time in operation.
4. A description of the firm's experience in aviation finance, airport law, conduit financing using tax exempt bonds, as applicable, or other relevant experience including knowledge of federal, state, and local regulations that may impact bond issuance.
5. Information regarding your firm's commitment to Affirmative Action and/or Diversity, Equity, and Inclusion and any plans or efforts to improve or broaden its diversity.

C. References

Provide three references for relevant clients/projects, with the name of the contact person, address, email, and phone number.

D. Key Issues

Provide a brief summary of some key issues the Authority will likely face as a first time issuer, a conduit issuer, and having recently entered long-term agreements with the Lessee and the City of New Haven.

E. Fee Proposal

While the Authority would prefer a fixed rate proposal, given the uncertainty involved as a first-time issuer, this would likely be challenging for proposers. Therefore, the Authority requests proposers provide a fee schedule for the above Scope of Services including professional staff, paralegals, and support services. Please identify which staff are anticipated to have significant roles in this engagement, and those anticipated to provide supporting roles. Please state any expenses that are not included in the proposed rates. Proposed rates would remain in effect for a period of 18 months following execution of an agreement.

F. Conflict of Interest

Do you foresee any potential conflicts of interest arising from an engagement for TNHAA? If so, please describe.

G. Insurance

Please identify the firm's professional liability insurance provider and indicate the extent of coverage, including the amount of any deductible or coinsurance amount.

VII. EVALUATION CRITERIA

TNHAA's Chair, Executive Director, financial consultant, and appropriate staff will review proposals and make recommendations to the Board of Directors for final approval. The Executive Director and/or Board of Directors may request a meeting with one or more qualified firms prior to selection. Proposals will be reviewed and rated in accordance with the following criteria:

1. A determination that the proposer has submitted a complete and responsive proposal in compliance with proposal requirements and format instructions.
2. Evaluation of the proposer's ability to perform the services identified in the Scope of Services.
3. Evaluation of the professional qualifications and experience of individuals providing conduit financed issuer/bond counsel services.
4. Understanding of key issues facing the Authority
5. Responses from professional references.
6. Evaluation of the proposer's hourly rate schedule. It should be noted that while price is not the only consideration, it is an important one.
7. Interviews, if conducted.

VIII. INFORMATION PROVIDED BY PROPOSER

The relevant provisions of the Connecticut Freedom of Information Act shall govern public access to material submitted by firms in response to this RFP. If any firm submits information that it believes to be a trade secret or otherwise exempt from disclosure under the Connecticut Freedom of Information Act, it must specifically identify such information and state in writing the reasons why the information should be exempt from disclosure. It is not the policy of TNHAA to disclose any information from material submitted by firms in response to the RFP until the selection process has been completed.

In the event that TNHAA becomes aware of any material misrepresentation in the information supplied by a firm, TNHAA shall have the right to reject at any time the proposal of the firm, to refuse to negotiate or continue negotiations with the firm, and to take any other action, including retaining any deposit made by the firm, as shall be deemed appropriate by TNHAA, in its sole discretion.

TNHAA reserves the right to request, at any time in the selection process, such additional information or materials as it may deem useful or appropriate to evaluate each firm's qualifications and past experience. Submission of a proposal shall constitute the firm's permission to TNHAA to make such inquiries concerning the firm and members of the team as TNHAA, in its sole discretion, deems useful or appropriate.

IX. AUTHORITY INFORMATION

The below website contains links to the Authority's agreements with the City of New Haven, Avports HVN LLC, and the New HVN, LLC.

<https://flytweed.com/about-airport/airport-authority/>