This Request for Proposal (RFP) is for professional legal services required to prepare and furnish the following documents for the Toledo Metropolitan Area Council of Governments (TMACOG):

1. Regional Water & Sewer District Feasibility Study,
2. Petition, and
3. Plan of Operation

Proposals for providing these services will be received until the close of business (5:00 P.M.) on September 14, 2012. Late submittals will not be considered. Proposals shall be no more than 30 printed pages and the font size shall be equivalent to Times New Roman 12 point or larger. Proposals are to be delivered to:

William Best, Vice President of Finance
Toledo Metropolitan Area Council of Governments
300 Martin Luther King Jr. Drive, Suite 300
Toledo, OH 43604

A pre-proposal meeting will be held at 10:30 A.M. on August 30, 2012 in the Boardroom of TMACOG. Questions regarding this RFP shall be directed to Mr. Warren Henry using either email at henry@tmacog.org, or by calling (419) 241-9155, ext. 129, or by fax (419) 241-9116.

This RFP is organized as follows:

A. Introduction
B. Scope of Services
C. Proposal Content
D. Schedule
E. Evaluation and Selection Process
F. Exhibits

The “lowest and best responsible bidder” will be determined using a Qualification Based Selection Process outlined in ORC Chapter 153 for professional services. Therefore, no fee proposal is required with submittal of the proposal. However, the proposer should have information ready for final contract negotiation and selection within seven days of the proposal submittal. The Agreement for Professional Services will be based on Cost Reimbursement plus Fixed Fee contract and subject to the terms and conditions of the Local Government Innovation Fund grant program administered by the Ohio Department of Development.

A. Introduction

In response to this RFP, the Consultant shall perform the work outlined in Section B, Scope of Services to form a District that combines the water systems of Toledo and Lucas County under a new Water and Sewer District. This is referred to as the base proposal.
The following discussion is provided as general background to the development of this proposal. The Consultant is also advised to review the information provided in the Exhibits of this RFP.

Water is currently treated and supplied by the City of Toledo to city customers and customers located in Fulton County, Lucas County, and Wood County in Ohio, Monroe County in Michigan and the communities of Maumee, Northwood, Perrysburg, Rossford, Sylvania, Waterville, and Whitehouse all in Ohio. Long-term water agreements for water systems purchasing water from the City of Toledo presently extend from between March 2016 to May 2031. Over the past 20 years, several studies and initiatives have been undertaken exploring the potential of consolidating several separate water systems in the region into a common water authority. These efforts to consolidate have focused on the technical feasibility and financial costs to form an authority but have not progressed beyond the preliminary study phase. However, the City of Sylvania has purchased options on property for the installation of a transmission main across southern Michigan serving Sylvania and possibly other political jurisdictions to establish a water supply independent of Toledo.

Over the past two years, elected officials in the region have expressed a desire to carry discussions further and explore the feasibility of forming a water and sewer District to serve customers in their jurisdictions. Therefore, the elected officials of the City of Toledo and Lucas County each offered $50,000 in matching funds and requested that TMACOG apply for a $100,000 grant from the Local Government Innovation Fund (LGIF) of the Ohio Department of Development to conduct a feasibility study to form a regional District under Ohio Revised Code §6119. Collaborative partners in the application were Lucas County, the City of Toledo, Wood County, Northwestern Water and Sewer District, the City of Perrysburg, and the City of Sylvania. The application was successful and TMACOG is now requesting proposals to provide the services and deliverables identified in the LGIF application.

Per the LGIF application, the proposed District would be formed by transferring water infrastructure of the City of Toledo and Lucas County into the District, specifically the Toledo water treatment plant and the Toledo and Lucas County water distribution systems. This effort is intended to include the combining of their respective water operations, maintenance, and capital improvements, debt obligations, and water service agreements into a common District. The intent is to form a regional Water and Sewer District which utilizes one of the region’s greatest assets – fresh water – as a marketable tool for greater individual community and regional economic opportunity. The goal is to form a system that is equitable, sustainable, flexible, affordable, and reliable, while increasing the competitive advantage of the region and reducing intra-regional conflicts.

Subsequent to receipt of the LGIF grant, the collaborative partners in the application have expressed an interest in also combining the water, wastewater, and stormwater operations of the city of Toledo together with the water operations of Lucas County under a new Water and Sewer District. Therefore, a supplemental add on to the base proposal is desired for the Consultant to perform the work outlined in Section B. Scope of Services related to forming a District that combines the water, wastewater, and stormwater operations of Toledo and the water operations of Lucas County under a new Water and Sewer District.

With respect to wastewater, the service area of Toledo’s treatment works includes Toledo, Ottawa Hills, Rossford, part of Northwood, Walbridge, and portions of townships in Lucas and Wood County. The Wood County township sewers, as well as Rossford and part of Northwood, are owned by Northwestern Water and Sewer District. The city of Toledo is under court order to clean up polluted sewage discharges into waterways in their areas required by Section 309 (e) of the U.S. Clean Water
Act of 1972. In the late 1980s, the U.S. Environmental Protection Agency cited the City of Toledo for illegally bypassing the Bay View Wastewater Treatment Plant and releasing untreated effluent directly into the Maumee River, during excessive wet-weather situations. In 1991, the U.S. EPA filed suit in U.S. District Court and amended the suit at the end of 1992. A Consent Decree, handed down in 2001 by the federal court in Toledo, ended the eleven-year court case; and, in July 2002, Toledo voters approved a ballot issue implementing the Consent Decree. The two-phased program resulting from the Consent Decree came to be known as the Toledo Waterways Initiative (TWI).

Included in the Consent Decree was the expansion of the Bay View Wastewater Treatment Plant, elimination of sanitary sewer overflows, reduction of combined sewer overflows, and development of a Long-term Control Plan setting out a timetable for the identification, design, and construction of the various projects to accomplish the court’s direction. The program of improvements is now underway and is projected to continue through August 2020.

With respect to stormwater, drainage for the region is provided by a network of ditches and storm sewers leading to creeks that either drain directly into Maumee Bay or reach the bay via the Maumee River. Due to the flat topography of the region and historical infrastructure development, flooding problems are still common. The cities of Toledo and Northwood’s stormwater systems fall under EPA’s “MS4” stormwater NPDES permit requirement and both cities have established Stormwater Utilities. In 1993 a proposal was developed to establish a §6119 District to manage stormwater on a regional basis and in particular fulfill the MS4 requirements. The proposed members included Lucas and Wood County, Toledo, Bowling Green, Oregon, Sylvania, Maumee, Perrysburg, and townships in Lucas and Wood counties. The District was not established. In its place the Stormwater Coalition was set up as a committee of TMACOG. The coalition and its staff assist members in meeting MS4 requirements and members fund the service with dues based on number of parcels in their jurisdictions.

B. Scope of Services

1. Consultant shall prepare and furnish the following deliverables:
   a. a draft Feasibility Study, Petition, and Plan of Operation for internal distribution;
   b. a final draft Feasibility Study, Petition, and Plan of Operation for submittal to interested jurisdictions and the public for review and comment; and,
   c. Fifty copies of a final Feasibility Study, Petition, and Plan of Operation for distribution to regional stakeholders by TMACOG.
   d. Furnish final copies of the Feasibility Study, Petition, and Plan of Operation to TMACOG in pdf format suitable for posting on the TMACOG website.
2. The Feasibility Study shall include the items listed under the “REGIONAL WATER & SEWER DISTRICT FEASIBILITY STUDY, TABLE OF CONTENTS” attached as Exhibit A to this Request for Proposal.
3. The Petition and Plan of Operation shall be based on the recommendations of the Feasibility Study and shall include but not be limited to the items listed under the “REGIONAL WATER & SEWER DISTRICT, PETITION & PLAN OF OPERATION” attached as Exhibit B to this Request for Proposal.
4. Consultant shall:
   a. Review assumptions and data of prior reports and studies
   b. Establish a decision-tree process including options for stakeholder input, on-going evaluation of analysis/impacts, legislative action (if needed) and a public involvement process for identified alternatives. The process for obtaining stakeholder input should be both efficient and as inclusive as possible for all of the jurisdictions served by the existing Toledo and Lucas County water and sewer systems. Provide professional facilitators to lead public input meetings.
   c. Establish a “Baseline” of the current service model for comparison to other alternatives. The baseline analysis shall include, but not be limited to:
      i. Governmental relationships (contract terms, JEDD, JEDZ) between jurisdictions served by City of Toledo and Lucas County
      ii. Identify essential services and service requirements for various jurisdictions
      iii. Definition of what services are needed on a regional level
      iv. Proposed governance structure, services, facilities, and rates to other similar District agencies in Ohio.
   d. Analyze and recommend the following potential governance structure alternatives for providing:
      i. Services currently delivered by City of Toledo and Lucas County
      ii. Varying service levels deemed appropriate and/or necessary by other governmental jurisdictions based upon local capabilities and resources
      iii. The analysis shall include identification of impacts of each option for the agencies and customers involved. This task shall also include the development and use of a clear methodology and criteria that can be used to comparatively analyze the various governance structure alternatives.
   e. Provide a legal analysis of the process to implement the recommended governmental structure under existing law including a discussion of any legal barriers, limitations on assignment of contracts, conflicts and/or representation issues for the member jurisdictions.

5. Consultant shall include time and effort to participate in the following meetings:
   a. It is anticipated that an Executive Committee working group including TMACOG staff and selected City of Toledo, Lucas County, and Wood County agency representatives will be established to consider progress on the study and preliminary analysis and findings with alternatives. Consultant shall include time and effort for such a process to include monthly meetings with the Executive Committee during the report’s preparation.
   b. It is also anticipated there will be a larger Advisory Committee comprised of existing jurisdictions that have a vested interest in the formation of a Regional District that will be engaged in the development of the Feasibility Study, Petition, and Plan of Operation. Consultant shall include time and effort to participate in quarterly meetings with the Advisory Committee during the report’s preparation and through filing of the Petition.
   c. A stakeholder meeting of TMACOG’s member agencies will be held after completion of tasks as appropriate.
   d. TMACOG staff will call, coordinate and staff all Executive, Advisory, and stakeholder meetings.
C. Proposal Content

Consultant shall provide a detailed study schedule and timeline as well as work effort estimate in numbers of work hours for each phase of the study.

Consultant shall identify each principal and key staff member who will work on the project, submit a biography of experience and qualifications for each, and a statement of commitment for each member to be on the team for the duration of the study process. TMACOG maintains the right to request to add or remove consultant staff persons during the study process.

1. Each Consultant shall submit one original and 10 copies of the proposal. All material submitted shall have a font size equivalent to Times New Roman 12 point or larger, and shall be printed double-sided on recycled paper. Proposals shall be no more than 30 printed pages. The page count includes all submitted information including project team résumés. The following information shall be included in the proposal:
   1. Executive Summary
   2. Qualifications

Because of the nature of the work described within this Request for Proposals, TMACOG wishes to obtain services from experienced and qualified firms. The firms must be able to staff this project with qualified individuals who shall be committed to this work from inception through completion. The Consultant shall describe the availability and the commitment of resources for this work effort. A discussion of the commitment and availability of key project personnel shall also be included. The Consultant must honor their proposal in that all proposed individuals must be assigned to the project. Substitutions will not be made or allowed for the convenience of the Consultant. In the event a proposed individual becomes unavailable, the firm must propose a substitution in writing. TMACOG reserves the right to accept or reject any and all proposed substitutions. The Consultant must demonstrate within their statement of qualifications that they have staff available to assume the responsibilities of the proposed project manager and key staff in the event that the proposed individuals become unavailable.

3. Firm Qualifications

The Consultant must have demonstrated experienced in the process of developing and implementing a Water and Sewer District in accordance with the provisions of the ORC §6119. The firm must have managed this process within the last five years for a minimum of three Districts and one of similar complexity and magnitude. Provide a statement of the Consultant's team qualifications, including a description of the most recent effort that included similar scope of work for the Consultant and relevant sub-consultant experience. The following information shall be included:
   a. District title and name
   b. Role of firm
   c. Proposed team members involved
   d. District description
   e. Client name
   f. Client contact (address, phone, e-mail)
4. Team Qualifications

Provide the résumé and office location of the proposed Project Manager and their proposed time commitment to the project. TMACOG reserves the right to approve the proposed Project Manager, and if that individual leaves the firm during the project, to subsequently approve their replacement. Provide résumés of key staff members and/or sub-consultants proposed to work on the project as well as the guaranteed back-up personnel. The roles proposed for each sub-consultant as well as their qualifications in that area shall also be identified in the proposal. The District fully expects that personnel included in the proposal will be assigned to the project. Any personnel added to the project team or changes of personnel in significant roles shall be subject to advance approval by TMACOG. The Consultant shall provide a list of projects where key staff has functioned in their proposed role. The information for these projects shall include, at a minimum, the following: project description, key staff role, client, client contact, construction cost, and year completed. This information shall be provided for the following key positions:

- **Project Manager**
  The Consultant’s proposed project manager must have within the last five years managed projects of similar nature and complexity.

- **Project Support**
  The consultant’s key staff with specialty expertise necessary to complete elements of the Feasibility Study, Petition, and Plan of Operation

- **Public Involvement and Meeting Facilitator**
  The Consultant’s proposed key public involvement lead must have demonstrated experienced in facilitating similar meetings with a wide range of stakeholder background interests. These interests include governmental jurisdictions, administrative staff, labor, and the public.

5. Approach

The Consultant shall prepare an approach section with the proposal that covers the Scope of Services discussed in this RFP. The Consultant shall also include alternate approaches proposed to the Project within a separate sub-section of this discussion. This will facilitate the review of the Consultant’s ability to deliver the Project for comparative purposes as well as provide a means for the Consultant to identify alternatives to the Project for TMACOG to consider in the evaluation of the proposals. The following provides an outline to present the approach consistent with the detailed descriptions of the project scope presented in this RFP.

6. Local Participation

A summary of the proposed percentage of the work to be performed by personnel and/or firms located within the Toledo metropolitan area shall be presented by the Consultant. The locations of the office(s) where the various project services are to be performed and level of staffing dedicated to a local office shall be clearly stated.

7. MBE Participation
The Consultant shall provide a summary of the proposed percentage of Minority Business Enterprises (MBE) participation in the project where the percent is calculated based on the entire project. The proposal shall include a statement indicating:

- Portions of the project to be assigned to a MBE businesses in a responsible role;
- Other portions of the project that will involve contribution by MBE firms;
- Principal contact information for each MBE firm.

The MBE firms proposed as part of this project team shall be certified by the State of Ohio at the time of proposal.

8. Schedule

The Consultant shall provide a description of its critical path logic in delivering this project on time and within the budget identified in their respective proposals. The Consultant shall include a cost-loaded schedule in the section and include the methodology for maintaining and updating the schedule as the project progresses.

9. Task and Hours

A task and hour summary broken down for each element of the Feasibility Study, Petition, and Plan of Operation shall be provided with the proposal. The task and hour summary shall be provided in Excel format. The breakdown shall be sufficient to serve as a basis for determining the level of effort needed to complete each element of the Feasibility Study, Petition, and Plan of Operation per the scope of work outlined in the RFP. Hours in all tasks shall be identified by labor category for each activity.

A statement indicating that the Consultant has examined background reports and data and agrees to acquire the additional information needed to perform all aspects of the work as outlined in this RFP shall be included.

Statements must confirm that no personal or organizational conflicts of interest are known to exist.

D. Schedule

1. Selection of a firm is anticipated to be made by late September with a signed agreement for services executed by mid-October 2012.
2. Study complete with draft Plan of Operation – December 1, 2013
3. Executive Committee review complete – December 28, 2013
4. Advisory Committee and jurisdictions review draft Plan of Operation – January 2014
5. Final Plan of Operation – April 2014
6. Acceptance by Executive and Advisory Committees – June 2014

E. Evaluation and Selection Process

Proposals will be evaluated based upon their response to provisions of this Request for Proposal. The following criteria will be used to assist in the evaluation of responses to this proposal:

1. The consultant’s independence with respect to jurisdictions impacted by the formation of a District.
2. Relevant experience with other local government agencies developing similar Regional Districts
3. Industry knowledge (both regional and local perspectives)
4. Experience in analyzing financial impacts of local agencies
5. Thoroughness of approach and demonstration of the understanding of the objectives and scope of the study
6. Commitment to timeliness in preparation of the study

F. Exhibits

Exhibit A – REGIONAL WATER & SEWER DISTRICT FEASIBILITY STUDY, CONTENTS
Exhibit B – REGIONAL WATER & SEWER DISTRICT PETITION & PLAN OF OPERATION
Exhibit C – Website Links
    Toledo Public Utilities –
        http://www.ci.toledo.oh.us/Departments/PublicUtilities/tabid/91/Default.aspx
    TMACOG – http://www.tmacog.org/Regional_Water_Discussion/RWD_web/RWD_index.htm
    ARCADIS Study –
        http://www.tmacog.org/Regional_Water_Discussion/Regional_Water_Common_Documents/R
        egional_Water_Studies/Regional_Water_Study_Update_2012/Regional_Water_Report.pdf
Exhibit D – Local Government Innovation Fund Award letter and Grant Agreement
Exhibit A

REGIONAL WATER & SEWER DISTRICT FEASIBILITY STUDY
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(Base and Supplemental Add Proposals)

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9.7 Base case financial plan and assumptions
9.8 Three-year return on investment (LGIF program requirement)
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  9.9.1 District customers
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10.0 APPENDICES

Base Proposal

10.1 Appendix I: Regional Water Study Update, Technical Report, May 2012
10.2 Appendix II: “Collins Park Water Treatment Plant 20-Year Master Plan and Needs Assessment”
10.3 Appendix III: “City of Toledo, Water Distribution Study 2012”
10.4 Appendix IV: City of Toledo Department of Public Utilities Organizational Chart
10.5 Appendix V: Lucas County Sanitary Engineer Organizational Chart
10.6 Appendix VI: City of Toledo Collins Park Water Plant Operating Permit
10.7 Appendix VII: Ohio Revised Code Chapter 6119: Regional Water & Sewer Districts

Supplemental Add Proposal

10.8 Appendix VIII: City of Toledo Consent Decree and Schedule
10.9 Appendix IX: City of Toledo Bay View Wastewater Treatment Plant NPDES Permit
10.10 Appendix X: Stormwater NPDES Permits
Exhibit B

REGIONAL WATER & SEWER DISTRICT
PETITION & PLAN OF OPERATION
(Base and Supplemental Add Proposals)

Petition
  Name of the District
  Location
  Necessity for the District
  Purpose
  District territory
  Board of Trustees make up
  Finance plan
  Prayer for the organization

Plan of Operation (to be revised based on Feasibility Study content)
  Board
  Disposition of Assets
    Transfer of assets to District versus what remain local
  Operation of facilities
    District versus local
  Financing
    Compensation for existing assets
    Payment of presently planned capital improvements
    Debt service
    Transfer of equity
    Preliminary financing
  Rates
    Costs to be included
    Rates and basis by jurisdiction
  Pre-existing contracts
  Jurisdictions
  Signatures
In part B. Scope of Services, Sub paragraph 4. Consultant shall:
Add the following: “f. Not be required to provide a valuation of the wastewater and stormwater assets of the City of Toledo.”

In part C. Proposal Content, Sub paragraph 3. Firm Qualifications:
Delete the sentence “The firm must have managed this process within the last five years for a minimum of three Districts and one of similar complexity and magnitude.” and add “The firm must have managed this process within the last ten years for a minimum of two Districts and one of similar complexity. Experience in the formation of similar Districts in states other than Ohio will be considered.”

In part C. Proposal Content, Sub paragraph 4. Team Qualifications:
In the seventh line of the sub paragraph, delete the sentence “The District fully expects that personnel included in the proposal will be assigned to the project.” And add “TMACOG fully expects that personnel included in the proposal will be assigned to the project.”
In part F, Exhibits:
Add the following: “Exhibit E – City of Toledo Existing JEDZ and JEDD Areas”