



LOUISIANA STATE BOND COMMISSION  
FINANCIAL DISCLOSURE FORM - PROFESSIONALS

SBC  
02-23-15

**Instructions:** Provide the information below for all professionals listed on the Financial Disclosure Form (SBC002) submitted with application request. If space is inadequate to complete response, please submit multiple forms.

1. Indicate if professionals selected in a Competitive process.
2. Indicate how the total cost was calculated for each professional.
3. Provide detailed explanation of services to be provided by each professional.

1. Indicate if professionals selected in a Competitive process

a) RSI Group, LLC ("RSI") was not selected in a competitive process.

b) Co-Bond Counsel, Washington & Wells, LLC ("W&W") and Boles, Shafto & Leonard, LLC ("BSL") was not selected in a competitive process.

c) Underwriter Counsel, Dentons/Jackie Scott ("Underwriters' Counsel) were not selected in a competitive process.

d) Disclosure Counsel, Joshua K. Williams ("Disclosure Counsel") was not selected in a competitive process.

e) The Department Counsel, Adams and Reese LLP ("Adams and Reese") was not selected in a competitive process. They serve as DEQ Counsel under an employment contract between DEQ and their firm, which is approved by the Commissioner of Administration and the Attorney General's office.

2. Indicate how the total cost was calculated for each professional.

a) RSI fee will be a not-to-exceed \$181,000. The fee was determined by a number of factors: Par; Term; Tax Status; Security for repayment; Marketability

b) W&W and BSL fee will not exceed the AG max, which is determined by the Attorney General of the State of Louisiana.

c) Underwriters' Counsel fee will not exceed \$81,000. The fee was determined by a number of factors: Par; Term, review and drafting documents; rendering opinions, teleconferences.

d) Disclosure Counsel Fee will not exceed \$31,000. The fee was determined by a number of factors: Par; Term, reviewing and drafting documents; rendering opinion, teleconferences.

e) Adams and Reese LLPs fee will not exceed the AG max amount as set in their contract.

3. Provide a detailed explanation of services to be provided by each professional

a) RSI is an independent municipal advisory firm. As a municipal/financial advisor they have a fiduciary responsibility to our clients. RSI is an independent municipal advisory firm, registered in accordance with the requirements of the Wall Street Reform Act (Dodd-Frank). As a municipal/financial advisor we have a fiduciary responsibility to our clients. The duties as the municipal advisor include, but are not limited to, the following:

- Consult with the issuer to develop an overall capital and financing plan based on the particular needs and financial position.
- Assist with the development of financial policies and practices to create and maintain a strong credit profile.
- Review the issuer's financial position to determine the financial capacity to issue debt.
- Develop and evaluate various financing structures to determine the most efficient and economical source of capital.
- In conjunction with the issuance of debt,

- Review and comment on documents

- Addressed inquiries from rating agencies, credit enhancement providers and the state bond commission

- Interface with underwriters, banks, and other potential purchasers

- Inform the issuer as to market conditions and assist in the determination of the timing of the debt issuance

- Review sale to ensure fair pricing and favorable terms considering the needs and other variables.

- Work with the administration and finance department to create accounts and payment processes as required to service the proposed debt.
- Coordinate and review continuing disclosure requirements.
- Attend Council and Committee meetings and address issues relative to financing of the project(s) and issuance of debt.

b) W&W and BSL specializes in municipal bond issuances. We ensure that the Bond issuance meets all statutory and legal requirements and preparing documents associated therewith.

c) Underwriters' Counsel are law firms that have been retained by Underwriter to insure that the bond issuance and documents associated with said issuance meets all statutory and legal requirements that would directly pertain to Underwriter and required, in addition to providing a Underwriter's Counsel opinion attesting to the same

d) Disclosure Counsel has been retained by City to assist the City with respect to continuing disclosure matters in connection with the issuance of the bonds

e) Adams and Reese representing DEQ as lender's counsel; preparation of loan documents; preparation and/or review of authorizing resolutions & ordinances of the borrower; preparation and/or review of form of bond, closing documents and opinions, and review of closing transcript.