OKLAHOMA STATE UNIVERSITY

REQUEST FOR PROPOSAL
FOR VERIFICATION SERVICES

Proposal Number: OS-1829902-JDT
Proposal Issue Date: October 29, 2018
Proposal Due Date: 3:00 p.m., Central Time
November 12, 2018
Questions Due: 12:00 p.m., Central Time
November 5, 2018
Submit Proposals to: Joe Teel
Oklahoma State University
Purchasing Department
1224 N. Boomer Road
Stillwater, OK 74078-3500
Introduction

The Board of Regents for Oklahoma State University & the Agricultural and Mechanical Colleges (the “University”) is soliciting proposals from qualified verification agents in connection with the proposed current refunding of its outstanding Oklahoma Development Finance Authority Real Property Master Lease Series 2008A, 2009A, and 2009C (the “Refunded Bonds”). For identification purposes, the Oklahoma Development Finance Authority Oklahoma State System of Higher Education’s Master Real Property Lease Revenue Bonds base CUSIP number is 67884E.

<table>
<thead>
<tr>
<th>Issue &amp; Project Description</th>
<th>Final Maturity &amp; Term of Project Financing</th>
<th>Original Issue Par &amp; Project Fund Deposit Amount</th>
<th>Principal Outstanding by Project (as of May 31, 2018)</th>
</tr>
</thead>
<tbody>
<tr>
<td>The ODFA Oklahoma State System of Higher Education</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Master Real Property Lease Revenue Bonds, Series 2008A</td>
<td>December 1, 2038</td>
<td>$15,340,000</td>
<td>Not Applicable</td>
</tr>
<tr>
<td>Murray Hall Renovations</td>
<td>20 Years</td>
<td>$10,075,000</td>
<td>$6,452,000</td>
</tr>
<tr>
<td>Water Plant Upgrades</td>
<td>30 Years</td>
<td>$4,770,000</td>
<td>$3,943,000</td>
</tr>
<tr>
<td>The ODFA Oklahoma State System of Higher Education</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Master Real Property Lease Revenue Bonds, Series 2009A</td>
<td>June 1, 2039</td>
<td>$50,875,000</td>
<td>Not Applicable</td>
</tr>
<tr>
<td>Student Union Renovations</td>
<td>30 Years</td>
<td>$50,875,000</td>
<td>$42,255,000</td>
</tr>
<tr>
<td>The ODFA Oklahoma State System of Higher Education</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Master Real Property Lease Revenue Bonds, Series 2009C</td>
<td>June 1, 2039</td>
<td>$24,105,000</td>
<td>Not Applicable</td>
</tr>
<tr>
<td>Raw Water Irrigation Project</td>
<td>20 Years</td>
<td>$5,570,000</td>
<td>$3,548,000</td>
</tr>
</tbody>
</table>

Scope of Services

The services being requested from a verification agent in connection with the proposed financing are as follows:

- Verify the total debt service requirements of the Refunded Bonds to and including their optional redemption date;
- Verify the mathematical accuracy of the escrow cash flow schedules;
- Verify the yield on the Refunding Bonds and escrow securities;
- Verify the sufficiency of the escrow cash flows to pay when due the principal and interest on the Refunded Bonds to and including the optional redemption date of the Refunded Bonds; and
- Provide a letter addressed to the University expressing your firm’s opinion as to the preceding items.

Prior to the sale of the refunding bonds, based on information provided by Hilltop Securities Inc. (“Hilltop”) as financial advisor to the University, the selected firm will be expected to pre-verify Hilltop’s calculations with respect to the defeasance of the Oklahoma Development Finance Authority Real Property Master Lease Series 2008A, 2009A, and 2009C to their optional redemption date. No pre-verification report will be required. Verbal verification will be required within three hours of receiving material from Hilltop on the sale date of the Refunding Bonds, with a draft written report provided within 72 hours of the sale of the refunding bonds.

Any fees and expenses incurred under a resulting contract will be paid only on a contingency basis upon the actual issuance of the bonds and will be subject to the approval of the State Bond Advisor.

Escrow Securities Bidding Agent Services Request for Proposals - 2
Plan of Finance

The firm selected to provide verification services pursuant to this Request for Proposal will provide such services for the refunding of the Oklahoma Development Finance Authority Real Property Master Lease Series 2008A, 2009A, and 2009C. The University expects to establish an Escrow Fund to defease the Oklahoma Development Finance Authority Real Property Master Lease Series 2008A, 2009A, and 2009C to their respective optional redemption dates through the sale of its General Revenue Refunding Bonds Series 2019A (tax-exempt) & B (taxable) in a principal amount of approximately $50,980,000 (the “Refunding Bonds”). The Refunding Bonds are expected to price through negotiated sale, and close and be delivered in the first calendar quarter of 2019. The timing of the refunding of the Oklahoma Development Finance Authority Real Property Master Lease Series 2008A, 2009A, and 2009C, which may be completed as one or two financings, will be determined at a future date based upon discussions between the University, its financial advisor, and the State Bond Advisor.

Form and Content of Proposal

Each Proposal is to contain specific responses to each of the following questions. Firms are encouraged to respond fully to each question, but to be as concise as possible. Submit the response to each question on a separate page, with the question reproduced at the top of the page.

Each proposal shall include responses to each of the items of information requested below:

1) Provide a statement that your company is a qualified accounting firm.

2) Provide a flat fee, inclusive of any expenses, to provide the services outlined under the heading of “Scope of Services” herein.

3) Provide a statement that commits the firm to the services and fees described in the proposal.

4) Submit signed copies of the “Certificate of Independent Price Determination” (Appendix I) and “Certificate of No Conflicting Relationships” (Appendix II).

Questions

Questions concerning this Request for Proposal must be submitted in writing not later than 12:00 P.M. November 5, 2018. Written responses to inquiries will be provided to all firms who have received the Request for Proposal. Inquiries should be sent to Mr. Joe Teel, 1224 N. Boomer Road, Stillwater, Oklahoma 74078-3500. Questions must be submitted by facsimile transmission to Mr. Teel at (405) 744-8403, or via e-mail to purchasing@okstate.edu. Direct contact with other University staff to discuss the Request for Proposal during the Request for Proposal process is prohibited.
**Proposal Submission**

One original, two (2) copies, and two (2) CDs or USB flash drives containing a copy of your proposal must be submitted to the following address no later than 3:00 PM on November 12, 2018. Proposals must be clearly marked “Proposal to Provide Verification Services to Oklahoma State University, OS-1829902-JDT” Proposals will be date and time stamped upon receipt and proposals received after the deadline will be returned unopened. Proposals must be submitted to:

Mr. Joe Teel  
Buyer II  
Oklahoma State University  
Purchasing Department  
1224 N. Boomer Rd.  
Stillwater, OK 74078-3500

The University reserves the right to (i) reject any and all proposals, (ii) waive irregularities in any proposal, (iii) request clarification of any information submitted, and (iv) negotiate with the firm submitting the best proposal to obtain more favorable conditions. The University assumes no liability for expenses incurred by firms in the preparation of their responses to this Request for Proposal for Verification Services. Once received, all proposals become the property of the University.

**Evaluation Process**

A review committee will examine each proposal submitted and prepare rankings of each response. The findings of the review committee will be presented to the Board of Regents for the Agricultural and Mechanical Colleges for further action. The University expects a final selection on or about December 7, 2018.

**Tentative Schedule**

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
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<tr>
<td>Deadline for submission of proposals</td>
<td>November 12, 2018</td>
</tr>
<tr>
<td>Final Selection</td>
<td>December 7, 2018</td>
</tr>
</tbody>
</table>

A review committee will examine each proposal submitted and prepare rankings of each response. The Issuer expects a final selection on or about December 7, 2018.

**Evaluation Criteria**

Proposals will be evaluated on the basis of their responsiveness to the items contained in the “Proposal Content” section of this Request for Proposal. It is expected that the review committee will use the following criteria in its evaluation of the proposals:

1. Price / Fee
2. Experience and Qualifications.
APPENDIX I

STATE OF OKLAHOMA
- Certificate of Independent Price Determination -

By submission of this proposal, the respondent certifies that in connection with this procurement:

(1) Prior to the date established herein as the deadline for proposal submission, the prices which have been quoted in this proposal have not been knowingly disclosed by the respondent, directly or indirectly, to any other respondent or to any competitor; and

(2) No attempt has been made or will be made by the respondent to induce any other person or firm to submit or not submit a proposal for the purpose of restricting competition.

Each person signing this proposal certifies that:

(1) He/she is the person in the respondent's firm responsible within that organization for the decision as to the prices being offered herein and that he/she has not participated, and will not participate, in any action contrary to the restrictions cited above; or

(2) He/she is not the person in the respondent's firm responsible within that organization for the decision as to the prices being offered herein, but that he/she has been authorized in writing to act as agent for the persons responsible for such decision in certifying that such persons have not participated, and will not participate, in any action contrary to the restrictions cited above and as their agent does hereby so certify; and he/she has not participated, and will not participate, in any action contrary to the restrictions cited above.

DATE:________________ SIGNATURE:________________________
APPENDIX II

STATE OF OKLAHOMA
- Certificate of No Conflicting Relationships -

The undersigned hereby certifies that:

(1) He/she is an officer of the respondent, authorized to commit the respondent to all terms and conditions outlined in this proposal;

(2) No conflict of interest exists, or is likely to exist, between the respondent and the procuring agency;

(3) No relationship exists between the respondent and the procuring agency or any of its employees that would in any way interfere with fair competition in the selection process; and

(4) There is no relationship, contractual or otherwise, between the respondent and any other individual, firm or organization that may be a party to the contract that may be a conflict of interest or would in any way interfere with the respondent's ability to perform the duties described in the Request for Proposals.

(5) Except as described in its proposal, the respondent will not receive any compensation, directly or indirectly, in connection with the proposed offering without the prior written approval of the University and the State Bond Advisor.

(6) The respondent will neither make, nor cause to be made, any payment to a third party in connection with the proposed offering, or the investment of the proceeds of the proposed offering, without the prior written approval of the University and the State Bond Advisor.

DATE:________________ SIGNATURE:_____________________________