

REQUEST FOR PROPOSALS (RFP)

AGREEMENT NO. 2190S

UNDERWRITING SERVICES DELAWARE TRANSPORTATION AUTHORITY U.S. 301 PROJECT REVENUE REFUNDING BONDS

Executive Summary

The Delaware Transportation Authority (“DTA” or the “Department”) is requesting proposals for underwriting services related to the sale of the Department’s U.S. 301 Project Revenue Refunding Bonds (the “Refunding Bonds”), which are expected to be issued in the fall of 2025. DTA is exploring the possibility of refinancing all or a portion of the \$198,415,000 of outstanding U.S. 301 Project Revenue Bonds (the “Refunded Bonds”) and the companion TIFIA Loan currently outstanding in the amount of \$243,447,180. The Refunded Bonds are subject to optional redemption on or after June 1, 2025, and the TIFIA Loan can be redeemed at any time. Please find amortization schedules for the Refunded Bonds and the TIFIA Loan as Appendix A.

Prospective bidders can access additional information at:
<http://www.deldot.gov/information/projects/us301/>

DTA reserves the right to select multiple underwriters for the same or multiple transactions. Further, DTA may continue to sell its bonds on a competitive bid basis and reserves the right to issue additional RFPs for these or other services.

This RFP will define the scope of the work to be performed, the requirements of the underwriter(s), the method for response and the administrative requirements that must be followed. DTA also reserves the right to modify and/or cancel this solicitation at any time during the RFP process.

RFP Schedule

<u>Date/Time</u>	<u>Activity</u>
July 23, 2025	Request for Proposal issued
August 7, 2025 (2:00 P.M. EST)	Questions regarding RFP due
August 21, 2025 (2:00 P.M. EST)	RFP Response due date and time
September 22, 2025	Anticipated selection date

All interested firms should submit an original proposal (the “Proposal”) as well as one (1) copy of their response with any proprietary or confidential information redacted. This copy should be clearly marked as “Redacted Copy” and submitted along with the original to the contact person. Proposals should be uploaded to the Bonfire Procurement Portal no later than 2:00 P.M. EST on August 21, 2025 (“Closing Date”).

Any Proposal, request for modification, or request for withdrawal received after 2:00 P.M. on the Closing Date is late and may not be considered. The Department’s time is considered the official time for considering the cut-off for accepting submissions. Requests for extensions of the Closing Date will not be granted. All timely Proposals become the property of the State. Please limit all responses to 20 pages (not including any exhibits).

The Proposal may be uploaded to:

[Bonfire Procurement Portal](#)

In order to comply with the State of Delaware’s Freedom of Information Act, firms responding to this Request for Proposal should prepare one (1) copy of their response with any proprietary or confidential information redacted. This copy should be clearly marked as “Redacted Copy” and submitted along with the original and copy requested above. Firms should review Delaware’s Freedom of Information Regulations, section 6, Requests for Confidentiality, on the DelDOT website www.deldot.gov and Section 10002(1) “Public record” of the Delaware Code, <http://delcode.delaware.gov/title29/c100/index.html> to determine what information may be considered proprietary or confidential and may be redacted from their Proposal.

The cost of preparing Proposals will be borne solely by the offerors. Proposals shall address all the questions posed by the Issuers in the order in which they appear in this request.

Questions

Questions must be submitted before the due date identified in the Procurement Schedule for this RFP. All inquiries must be submitted in the Q/A section of the project listing in the Bonfire Procurement Portal. In order to ensure a timely response, questions must be submitted by 2:00 P.M. EST on August 7, 2025.

Answers

Questions regarding the RFP should be submitted via Bonfire to weblink listed above. The Department’s response to questions will be posted on the State of Delaware Bid Solicitation Directory website: <http://www.bids.delaware.gov>.

I. GENERAL INFORMATION

Scope and Objectives

Generally, DTA issues revenue bonds to finance its capital needs through its Transportation Trust Fund (the “TTF”). However, the Refunded Bonds described in this RFP are secured by a pledge of the toll revenues from U.S. 301, along with a subordinate lien on pledged TTF revenues. DTA is exploring the possibility of refinancing all or a portion of the \$198,415,000 of outstanding U.S. 301 Project Revenue Bonds (the “Refunded Bonds”) and the companion TIFIA Loan currently outstanding in the amount of \$243,447,180. The Refunded Bonds are subject to optional redemption on or after June 1, 2025, and the TIFIA Loan can be redeemed at any time.

Underwriters will be expected to:

1. Recommend structures for debt issuance;
2. Assist in drafting and reviewing relevant bond documents, including, but not limited to, official statements, bond resolutions and indentures;
3. Assist in preparations, discussions, and meetings with rating agencies, and investors
4. Manage the underwriting process;
5. Commit capital to underwrite bonds;
6. Provide post-closing analysis of debt issuances, including but not limited to pricing, orders and allotments;
7. Provide such additional underwriting and investment banking services as requested by the Department.

The selected firm will work with DTA and other professionals selected to undertake the negotiated sale of the Refunding Bonds. The book-running senior manager will be required to provide some or all of the services identified above at the request of DTA. Co-managers shall provide information and assistance upon request and shall act as members of the underwriting syndicate. The selected underwriters will work closely with the DTA and their financial and legal advisors assigned to assist in these matters.

Minimum Required Qualifications

1. Minimum licensing and insurance.
 - a. All licenses and registrations required by applicable Federal and State laws for businesses offering brokerage services must be current and in good standing with each of the following:
 - i. the U.S. Securities and Exchange Commission;
 - ii. the National Association of Securities Dealers; and,

- iii. the State of Delaware.
2. Experience as a senior manager on a public bond issuance within the last 24 months.

Professional Liability Insurance

Potential bidders shall agree to maintain in full force and effect professional liability insurance in an aggregate amount of not less than \$2 million. In order to satisfy this requirement, firms must:

1. Include a statement in its proposal affirmatively responding to this requirement; and
2. Include in its proposal a certificate of insurance or letter from its insurer demonstrating that the firm meets this requirement.

II. TECHNICAL PROPOSAL FORM

The following information shall be provided in each proposal in the order listed below. A firm is expected to provide a response for each requirement listed in this RFP. Failure to respond to any request for information within this proposal may result in rejection of the proposal at the sole discretion of DTA.

General

All technical proposals shall be prepared with a concise description of the firm's capabilities to satisfy the minimum qualifications in Section I.B. above and the information requested in this section. Firms should format their proposals so that their responses correspond to the specific sections to the extent possible without unnecessary repetition.

Required Information

The proposal shall contain the information described below.

1. General Information

- a. Please provide your firm's identifying information including:
 - i. the name and address of the organization with whom the contract will be entered into and any trade names associated with that entity;
 - ii. the firm's Federal Employer Identification Number;
 - iii. the name, telephone number and e-mail address of the representative of the firm who is authorized to discuss the firm's proposal; and

- iv. the names, titles, addresses and e-mail addresses, including telephone and fax numbers, of other individuals in the firm who might provide relevant services to DTA.

2. Sales and Pricing Methodology

- a. As of close of business July 16, 2025, please indicate, by maturities of one through forty years, an estimate for where the Refunding Bonds would price relative to Municipal Market Data's ("MMD") AAA scales and the BVAL AAA Callable Municipal Curve. Assume a delivery date for the issuance of October 1, 2025 and a first maturity of June 1, 2026.
- b. Please describe specific marketing ideas and efforts for the sale of the Refunding Bonds.

3. Fees and Expenses

- a. Please provide your expectation with regard to any and all fees and expenses, including management fees, and takedown by maturity for one through forty years.
- b. Other
 - i. Please discuss any other factors or alternate proposals not mentioned above which should be considered in connection with the consideration of your firm.

4. Experience and Capabilities

- a. Provide a summary of any ideas, presentations and prior work provided to the Authority particularly with respect to the refinancing of the Refunded Bonds and the TIFIA Loan.
- b. Provide a list of at least three (3) state transportation or toll revenue authority bond issues for which your firm has served as book running senior manager, one of which has been issued within the last two years. The list should include;
 - i. Issuer
 - ii. Description of issue
 - iii. Sale date & final maturity
 - iv. Par amount
 - v. Fixed / variable
 - vi. Credit rating
 - vii. Credit enhancement

Be specific as to the structure of the bond issues and describe the added value your firm or its personnel provided in developing the plan of finance for the transaction.

- c. Describe your firm's bond sales and distribution capabilities, including both retail and institutional sales. Highlight your ability to distribute Delaware securities and your experience distributing toll revenue bonds subject to a springing lien provision with respect to the toll revenue pledge, within a subordinate TIFIA Loan.

III. Evaluation Process

All proposals submitted in response to the RFP shall be reviewed by a selection committee, which may consist of staff members from the Department and others as well as representatives of the State's financial advisory firm ("Committee"). The Committee shall determine the firms that meet the minimum requirements pursuant to selection criteria of the RFP and procedures established in 29 Del. C. §§ 6981, 6982. The Committee may interview at least one of the qualified firms but may negotiate with one or more firms during the same period and may, at its discretion, terminate negotiations with any or all firms. The Committee shall develop a list of qualified underwriters, including senior managers as well as qualified co-managers.

The selection of the firms will be based on an evaluation of the proposals to determine which proposals represents not only the lowest cost to the Department, but can also demonstrate expertise, experience and ability to perform in the specific debt instruments described in this RFP.

The proposals should contain all the essential information on which the decision shall be made. The information required to be submitted in response to this RFP has been determined to be essential for use by the Committee in the bid evaluation and award process.

The Committee reserves the right to:

- Select more than one firm to provide the specified services.
- Select for contract or for negotiations a proposal other than that with lowest costs.
- Reject any and all proposals received in response to this RFP or to make no award or issue a new RFP.
- Waive or modify any information, irregularity, or inconsistency in proposals received.
- Request modification to proposals from any or all contractors during the review and negotiation.
- Negotiate any aspect of the proposal with any firm and negotiate with more than one firm at the same time.
- Purchase all of the services or less than all of the services sought in the proposal.

All proposals shall be evaluated using the same criteria and scoring process. The following criteria shall be used by the Committee to evaluate proposals:

<u>Rating Criteria</u>	<u>Weight</u>
Experience	30%
Sales and Pricing Methodology	30%
Fees and Expenses	30%
Other	10%
Total	100%

The Department is not liable for any cost incurred by the consultant in the preparation or presentation of the Proposals.

Any individual, business, organization, corporation, consortium, partnership, joint venture, or any other entity including subconsultants currently debarred or suspended is ineligible to participate as a candidate for this process. Any entity ineligible to conduct business in the State of Delaware for any reason is ineligible to respond to the RFP.

The Department will affirmatively ensure individuals and businesses will not be discriminated against on the grounds of race, creed, color, sex, or national origin in consideration for an award. Minority business enterprises will be afforded full opportunity to submit bids/proposals in response to this invitation.

Delaware Transportation Authority
State of Delaware
By: Shanté Hastings
Secretary
Dover, DE
June 2025