

APPENDIX A

REQUEST FOR QUALIFICATIONS & PROPOSAL

OWNERSHIP, OPERATION & MAINTENANCE

of

THE WATER AND WASTEWATER FACILITIES

VILLAGE OF MANTUA, OHIO

The Village of Mantua (Village) is interested in exploring its options for the sale of its water and wastewater systems including both the water and wastewater treatment plants; the wastewater collection system; the water distribution system; and, all associated infrastructure and appurtenances (System). Village Council is publishing this solicitation per adopted Ordinance Nos. 2018-56 and 2018-57 authorizing a competitive bid process pursuant to Ohio Revised Code Sections 721.03 and 721.15.

The Village is issuing this as a formal Request for Qualifications (RFQ) as well as Request for Proposal (RFP) bid associated with that potential sale. The request will detail the guidelines for the submission of a formal offer to acquire and operate the System. All potential bidders shall provide the Village with your contact information including name, address, phone number and email address as an interested party in order to maintain communications on any addenda and/or clarifications made to this request during the bidding period.

The Proposer's Qualifications and Proposal, in accordance with the requirements contained herein, to acquire and operate the System are due no later than **4:00 pm ET on April 9, 2019**. Please include a one-page summary separate from your Qualifications that will serve as the formal bid that addresses the key items listed in the RFP section; namely, the Purchase Proposal, Financing, Financial Assurances and Rate Stabilization. Submittals are to be addressed and delivered in a sealed package where it will be publicly opened and read to:

Mayor Linda Clark
Mantua Village Hall
4650 West High Street
Mantua, OH 44255
Phone: (330) 274-8776

The RFQ/RFP Package can be obtained upon request from:

Mr. John Trew, Village Administrator
Phone: (330) 274-8776 ext. 156
E-mail: mantuava@sbcglobal.net

A pre-bid meeting with the Village Administration will be held at **10:00 a.m. on April 3, 2019** at Village Hall. A tour of the plants will follow.

Inquiries are to be submitted in writing to the Village Administrator; and, responses to all inquiries will be in writing to all prospective bidders registered with the Village. There are no specific restrictions and/or limitations on format, pages, etc. of the proposals. Prospective bidders are also advised that while the Village is desirous of a single entity operating both the water and wastewater systems, the Village reserves the option to accept and evaluate alternative proposals so you are asked to specify your intent to assume ownership and operation of both or one of the utilities.

Advertise: March 6, 13, 20 & 27; and April 3

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OVERVIEW OF UTILITIES

The Village makes no representation on the accuracy of the information and data contained herein. It is based upon best available file records and is provided for your information purposes only. A brief description of the System serving about 500 accounts is as follows:

Water

- a. Water Distribution – two (2) pressure zones; 48,700 LF of pipe ranging from 4-inches to 12-inches in diameter
 - 29,500 LF – range from 50 to 117 yrs.
 - 9,500 LF – 40 yrs.
 - 4,400 LF – 30 yrs.
 - 5,300 LF – 20 yrs.
- b. Reservoir Drive Booster Station and Reservoir
 - Booster station built in 2003
 - 250,000 gallon ground reservoir (low service); date of construction unknown
- c. Water Treatment Plant & Water Supply
 - Constructed in 1996
 - Three (3) wells
 - Three (3) manganese greensand pressure filters; rated capacity of 0.67 MGD with one (1) filter out of service

Wastewater

- a. Sanitary Sewers – 33,000 LF of pipe ranging from 6-inches to 8-inches in diameter
 - 23,600 LF over 50 yrs.
 - 4,100 LF – 40 yrs.
 - 2,600 LF – 30 yrs.
 - 2,700 LF – 20 yrs.
- b. Pump Stations
 - Ambler PS over 50 yrs. old
 - North River PS built in 1993
 - Mats Rd PS; no records
- c. Wastewater Treatment Plant – built in 2000; rated capacity of 0.5 MGD

PROPOSAL EVALUATION FACTORS

The Village of Mantua views this process as a value proposition. Since the overall intent of this initiative is to secure the best alternative for the Village's residents served by the Village's Water and Wastewater Systems, formal proposals will be evaluated on the proposer's capabilities, experience and qualifications set forth in the RFQ proposal. The Village reserves the right to determine in its sole discretion whether any prospective proposer is qualified. In evaluating and comparing qualifications, the Village will, together with our consultants and professional advisors, consider each of the factors set forth herein.

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REQUEST FOR QUALIFICATIONS

The RFQ proposal document should address the following evaluation factors:

Technical Capabilities & Experience: To qualify, the proposer must demonstrate sufficient utility operations and experience serving at least 5,000 customers in Ohio and experience in delivering reliable and sustainable service to our residents. A demonstrated track record of operation, maintenance and ownership of water and wastewater utility systems, the capability to undertake sustainable capital improvements, the ability to ensure environmental stewardship and the execution of an efficient, timely and seamless transition plan are required. Roles and responsibilities of key staff involved in the proposer's utility operations should be included.

Capital Investment Plan: The Village invested a considerable amount to finance the construction of the water and wastewater treatment plants. System age, equipment service life, and growing regulatory issues demand that additional investment is needed in the future. Therefore, the proposal should address the anticipated capital investment strategy and year-by-year plans covering the next five (5) years that can reasonably be derived from your due diligence evaluation.

Customer Service: The proposer is expected to provide an acceptable level of customer service to the Village's utility customers. Please detail your resources and plan to provide customer service in a cost-effective manner, including customer complaints regarding billing issues, service quality (including water taste and odor issues), the monitoring of service response times and conducting routine customer satisfaction assessments. Please also provide evidence of your prior performance with respect to customer service.

Local Contact & Contingency Plan: The Village requires accessibility; a local presence and contact; rapid response to remote notification of system failures or emergencies; and, the ability to meet with and provide direct communication to those who will administer and oversee the utilities about operations and costs. Please provide these contacts and response protocol. The Village's goal is to be part of a larger system that can provide interconnectivity and a backup resource for its water supply. Please provide a plan that meets this objective.

Financial Assurance: Please provide sufficient financial information demonstrating the proposer's ability to assume and perform the obligations set forth in its proposal. For example, proposer may provide information, including but not limited to, proposer's balance sheet, income statement, or tax returns for the past two (2) years. All financial information shall be provided separately in a sealed envelope marked "Confidential/Trade Secret Information" and shall not be deemed a public record, pursuant to ORC § 149.43, by the Village.

Required Approvals: Please identify any legal, regulatory or other approvals required and the estimated timing to obtain such approvals in order to execute definitive transaction documents and consummate the transaction.

Litigation/Notice of Violation: Please identify any pending or previous actions within the last five (5) years against the proposer before any governmental authority or court. Additionally, please identify any written notice from any governmental authority as to any actual or potential violation of any local, state or federal law or regulation received by proposer within the last five (5) years.

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Economic Development and Community Involvement: The proposer may receive added consideration for commitments to economic development and community involvement. Please indicate any plans that demonstrate an enhancement to the quality of life for the Village residents should you acquire the system.

Due Diligence and Timing: Please indicate what, if any, business, legal, financial, regulatory or other due diligence investigation remains to be completed. Please also provide a detailed timeline for the completion of such due diligence and a list of any third-party consultants that will be used to conduct such due diligence.

Employees: It is the Village's expectations that one (1) current full-time employee administering the Village's billing system will be retained by the proposer whose current hourly rate is \$13 per hour plus benefits. A credit for the length of their service to the Village is respectfully requested. The Village is receptive to any other proposals that serve to maintain the well-being of this employee impacted by the system sale.

Agreement: The Village anticipates that after the acceptance of any proposer, the successful bidder and the Village will work diligently to finalize an Asset Purchase Agreement. To enable the Village to thoroughly evaluate your proposal along with your proposal, please indicate terms of any indemnification provisions you propose (including whether or not you intend to use representation and warranty insurance).

Other Information: The Village will provide access to its facilities as well as the technical and financial information associated with the Water and Wastewater Systems. As such, the Village expects that you will have completed all material due diligence prior to submitting your proposal. Please provide a detailed schedule in the proposal specifying any remaining items to confirm as well as a timetable for completing such effort, executing an Asset Purchase Agreement, finalizing financing documentation, if applicable, and closing the proposed transaction.

MINIMUM SERVICE STANDARDS: The Village expects the following minimum levels of service. Please provide an outline setting forth your plan to address each of the following areas:

Continuous Operations – operate the System 24 hours per day, 365 days per year.

Maintenance and Repair – provide routine, preventative, predictive and corrective maintenance on the System.

Land – the Village will retain real property rights and will execute a land lease for any system facilities not located in a public right-of-way. This is inclusive of the Glacial Esker Trail where the groundwater supply wells are located adjacent to the Water Treatment Plant.

Metering of Government-owned Facilities – Successful proposer shall install water meters at Village-owned facilities including; but not limited to, Village Hall, Buchert Park, and the Service Garage.

Sanitary Sewer Fee Credit – The Village requests continuation of their policy of issuing a one-time annual credit on users' sewer bills who need water to fill swimming pools.

Pollutants and Residuals – transport, handle and dispose of waste generated by the System.

Data Management – continue to operate the System data management system, or a similar replacement system.

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Cybersecurity – maintain sufficient technology systems (and system security) to protect the System's, infrastructure, data and customer information.

Laboratory Services – operate sampling, testing and analysis to ensure quality control and for regulatory compliance.

Odor Control – maintain an effective system for controlling odor.

Emergency Preparedness – develop and implement an effective emergency preparedness plan in conjunction with other agencies within Portage County for the protection of the public.

Safety Program – develop and implement a safety program for the operation and maintenance of the System.

Inventory – outline your procedures on maintaining an adequate inventory for maintenance/repair.

Equal Opportunity Employment – provide your policy for review.

ADDITIONAL INFORMATION:

- The Village currently operates the Water System under Ohio EPA Water System No. OH6702212; and, operates the Wastewater Treatment Plant under Ohio EPA NPDES Permit No. OH0022063.
- The Village has current debt obligations we expect the Proposer to assume and/or satisfy that are associated with the water and sewer funds with the Ohio Public Works Commission (OPWC) and the Ohio Water Development Authority (OWDA). Details regarding those obligations are available upon request.
 - The Village also identifies a balance of approximately \$13,400 due from the Sewer Fund back to the General Fund.
- Proposers must assume the obligations the Village has with its service agreements for water and sewer with the Portage County Board of Commissioners. Details regarding those agreements are available upon request.
- Construction drawings are available upon request for the treatment plants and some of the system facilities.
- A report on the update of the Water System Computer Model (August, 2018) is also available upon request.

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REQUEST FOR PROPOSAL

A separate RFP proposal submittal document should address the following:

RFP Purchase Proposal – Please specify in a document separate from the qualifications portion, the proposed bid amount and terms, if applicable, to acquire the System. Please also include any material assumptions upon which you have relied in arriving at your bid amount. The information contained in the RFP regarding the actual bid purchase amount and proposed customer rates will be maintained as “confidential” as provided herein until an Asset Purchase Agreement has been executed by the parties.

Financing – Please specify the source(s) for funds appropriated, if applicable to your proposal, for the bid amount. If applicable, specify the source, structure and amount of any third-party financing to be used to fund the purchase price. If third-party financing is required, please submit fully negotiated commitment letters from such third-party financing sources as evidence of having secured committed financing for the transaction. If third-party financing is not required, please provide reasonable evidence that you have sufficient funds on hand to secure the bid in full. Proposals should not be subject to any financing contingency.

Financial Assurance: Please provide sufficient financial information demonstrating the proposer’s ability to assume and perform the obligations set forth in its proposal. For example, proposer may provide information, including but not limited to, proposer’s balance sheet, income statement, or tax returns for the past two (2) years. All financial information shall be provided separately in a sealed envelope marked “Confidential/Trade Secret Information” and shall not be deemed a public record, pursuant to ORC § 149.43, by the Village.

Rate Stabilization – For the System, please provide a rate comparison chart summarizing the proposed rates you would anticipate charging customers over the five (5) years following closing of the transaction. Of most importance is the inclusion of a description of any plan for rate stabilization over time.

Other Instructions

In submitting your proposal, please comply with each of the following specific instructions:

Due Date – All proposals are due no later than 4:00 PM on April 9, 2019.

Pre-Bid – A pre-bid meeting with the Village Administration will be held on April 3, 2019 at 10:00 a.m. at Village Hall. A tour of the plants will follow.

Contents of Proposal – Each proposal should address each of the items identified in the *Proposal Evaluation Factors* section detailed above. Failure to address any such item will be considered in the overall review of the submission.

Interviews: Interviews will be conducted only at the Village’s discretion.

Confidentiality

Information regarding the purchase price and proposed customer rates shall be maintained as confidential as provided herein until the Asset Purchase Agreement has been finalized with the Proposer. The only other items the Village can hold as confidential are items in the proposal marked confidential. If the Proposer has marked information in the proposal as confidential, upon receipt of a public records request, the Village will notify the Proposer of its intent to release

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records to the requestor. The Proposer shall have a maximum of five (5) business days beginning with the date it receives notification to respond to the Village by either accommodating the requestor, providing redacted copies of the documents, or pursuing legal remedies to stop the Village's release of requested information. Said notification shall relieve the Village of any further obligation under any claim of Proposer or any of its agents or affiliates in any jurisdiction in connection with the disclosure of such records. Proposer and its agents and affiliates may pursue legal and/or equitable remedies to stop or limit disclosure at their sole expense.

Closing

The Village encourages you to provide us with any other information you believe we should consider in evaluating your proposal.

The Village of Mantua expressly reserves the right, in its sole discretion, to evaluate the terms and conditions of all submissions, to accept or reject any such proposal without specifying reasons therefor and to alter or terminate this process at any time. Neither the Village nor any of its employees or agents make any expressed or implied representation or warranty as to the accuracy or completeness of, and disclaims any liability for, any information supplied to you, other than those representations that may be made in an executed definitive agreement.

By submitting a proposal, you acknowledge that you are relying solely on your own independent investigation and evaluation of the water & wastewater systems. You will be responsible for all of your expenses incurred in connection with your investigation of the proposed transaction, the submission of your proposal and the consummation of the transactions contemplated hereby, including those of your agents and advisors. Please maintain strict confidentiality over all information provided to you.

Thank you for your interest in this opportunity. We look forward to hearing from you.

The Village reserves the right to modify or terminate this RFQ process and/or the RFP process at any stage if the Village determines such action to be in its best interests.

Linda Clark
Mayor
Village of Mantua

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