



MIAMI-DADE EXPRESSWAY AUTHORITY

3790 NW 21 St. // Miami, FL 33142

www.mdxway.com

**MDX PROCUREMENT/CONTRACT NO.:
RFQ-17-04 (C)**

**MDX PROJECT/SERVICE TITLE:
LEGAL SERVICES SUPPORT
BOND/DISCLOSURE & FINANCIAL**

**EXHIBIT A
SCOPE OF SERVICES**

SCOPE OF SERVICES
BOND/DISCLOSURE COUNSEL & FINANCIAL LEGAL SUPPORT

The Counsel shall serve as the MDX Bond Counsel, and Disclosure Counsel, as well as provide **Financial Legal Support** and other **General Legal Services** as described herein (the "Services"). Except for Services related to municipal bond financing transactions, the Services will be assigned to the Counsel through fully executed Task Authorization(s). Assignment of Services is not guaranteed to the Counsel. MDX, at its sole discretion, will assign Services on an as needed basis. At its option, MDX may also elect to have any of the Services performed by MDX staff or other consultant(s).

The Counsel shall coordinate all assigned tasks with the MDX General Counsel and/or the Chief Financial Officer (CFO). The Services include, but are not limited to the following:

BOND AND DISCLOSURE:

- Draft the necessary bond documents, bond sale documents and other documents/certificates for the Authority's approval. Draft the Preliminary and Official Statements and continuing disclosure documents. Provide any other bond and/or disclosure documents required.
- Consult with underwriting counsel and team, and financial advisors in the preparation of Preliminary and Official Statements and other necessary documents in connection with the sale of bonds.
- Make inquiries to assure that all material facts are fully disclosed to potential investors and that there have been no material omissions or misstatements of fact.
- Assist MDX in determining the information and specific language to be included in the bond documents, Preliminary and Official Statement for bond issuances or other financial transactions.
- Provide written legal opinions to the Authority, underwriters and other third parties as required. Written opinions include but not limited to tax exemption, authorization of bonds/debt and opinion to underwritings on disclosure matters.
- Participate in conference calls as required, attend meetings if required, and provide legal research and support for financial and other transactions.
- Participate in ratings presentations as required to support bond transaction.
- Attendance at MDX Board and Committee meetings upon request.
- Advise the MDX financial advisory team as to disclosure requirements relative to issuance of the debt instruments.

- Assist MDX in complying with Federal and State financial regulatory agencies' laws and regulations.
- Provide assistance with continuing disclosure requirements.
- Advise MDX regarding amendments to federal tax law, state law and bond indentures.
- Provide interpretation, guidance and legal assistance on all matters related to the trust indenture.
- Provide legal representation of MDX before regulatory agencies such as SEC and IRS, as may be required.
- Provide training for staff and Board members on ethics and responsibilities related to municipal transactions.
- Provide other bond counsel related services as may be required and directed by MDX.

FINANCIAL LEGAL SUPPORT:

- Provide guidance and legal assistance of all tax related matters.
- Provide other financial legal services as may be required and directed by MDX.

GENERAL LEGAL SERVICES:

- Provide guidance, opinions (written and oral) and overall support as necessary and requested by MDX in matters relating to the following:
 - Ethics
 - Sunshine Law and Public Records Act
 - Special District and Board Governance
 - Employee Labor Laws (EEOC, FMLA, HIPPA, etc.)
 - State Statutes impacting MDX
- Provide alternate litigation services for matters not dealing with the Bond/Disclosure & Financial Area of Expertise.
- Keep MDX up-to-date with legal developments which may be applicable to MDX.
- Provide general legal counsel services as may be required by MDX, on other areas of practice including, but not limited to Intellectual Property & Technology.