



**REQUEST FOR PROPOSALS FOR**

**GENERAL OBLIGATION BOND COUNSEL**

**ISSUING OFFICE**

**Pennsylvania Treasury Department  
Bureau of Support Services  
Procurement Division  
Room 3T-A, Finance Building  
Harrisburg, PA 17120-0018**

**RFP NUMBER**

**RFP 18-004**

**DATE OF ISSUANCE**

**April 22, 2019**

**REQUEST FOR PROPOSALS (RFP)**  
**FOR**  
**GENERAL OBLIGATION BOND COUNSEL**

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## CALENDAR OF EVENTS

The Pennsylvania Treasury Department will make every effort to adhere to the following schedule:

Activity	Responsibility	Date
Issue of RFP 18-004 posted to <a href="http://www.patreasury.gov/RFP18-004">www.patreasury.gov/RFP18-004</a>	Issuing Office	April 22, 2019
Deadline to submit Questions via email to: <a href="mailto:RFP18-004@patreasury.gov">RFP18-004@patreasury.gov</a>	Vendors	April 25, 2019
Answers to Potential Vendor questions will be send to master vendor list and posted to <a href="http://www.patreasury.gov/RFP18-004">www.patreasury.gov/RFP18-004</a> no later than this date.	Issuing Office	April 26, 2019
Seven (7) Sealed proposals must be received by the Issuing Office no later than 10:00 AM at: <b>Pennsylvania Treasury Department</b> <b>Bureau of Support Services</b> <b>Procurement Division</b> <b>Room 3T-A, Finance Building</b> <b>Harrisburg, PA 17120-0018</b> <b>Attention: Mark Lavelle</b>	Vendors	April 29, 2019

# PART I

## GENERAL INFORMATION

### **I-1. Purpose**

Consistent with Executive Order 2015-02, the purpose of this RFP is to invite law firms previously qualified, based upon their responses to a previously issued Request for Qualifications (“RFQ”), by the Pennsylvania Governor’s Office of General Counsel (“OGC”) and listed in the Bond Counsel Pool (any single law firm previously qualified a “Vendor” and all of the law firms in the Bond Counsel Pool the “Vendors”) to prepare and submit proposals to enable the Pennsylvania Treasury Department (“Treasury”) to select for contracting within the Commonwealth of Pennsylvania to serve as bond counsel for the Commonwealth’s anticipated General Obligation Bond/Build America Bond, First Refunding Series of 2019 debt issuance (“the Bond Issue”). Please note the bonds to be refinanced are Build America Bonds. This RFP is being issued in conformance with Section 518 of the Commonwealth Procurement Code. 62 Pa.C.S. § 518.

Unless otherwise stated, Department shall mean the “Treasury” and “Commonwealth” shall refer to all other state agencies, Boards or Commissions.

### **I-2. Scope**

Treasury intends to select qualified bond counsel to serve as counsel for the Bond Issue regarding the validity of the Bond Issue, the sufficiency of security, the extent to which the Bond Issue is exempt from income and other taxation, and that all legal and tax requirements relevant to the Bond Issue are satisfied.

This RFP contains instructions governing the requested proposals, including the requirements for the information and material to be included; a description of securities; requirements which vendors must meet to be eligible for consideration; general evaluation criteria; and such other requirements specific to this RFP.

### **I-3. Issuing Office**

Treasury is the "Issuing Office." The sole point of contact for this RFP shall be Mark Lavelle, Chief Administrative Officer (“Issuing Officer”). Please refer all inquiries to the Issuing Officer by email at [RFP18-004@patreasury.gov](mailto:RFP18-004@patreasury.gov).

### **I-4. Service Requirement / Need**

Treasury is seeking proposals to procure bond counsel services for the Bond Issue by the Commonwealth. The refinancing is described above in I-1.

### **I-5. Questions and Answers**

Vendors must submit questions by email (with the subject line **RFP 18-004 Questions**) to the Issuing Officer. The Vendor shall not attempt to contact the Issuing Officer by any other means. Given the brevity of the response period for the RFP, the Issuing Officer cannot commit to reply to all questions that may be submitted. The Issuing Office shall attempt to provide as promptly as feasible answers to

questions that, in the judgment of the Issuing Officer, will enhance the ability of all Vendors to provide responsive and competitive proposals. Questions posed closer to the date established for the submission of proposals are less likely to be answered. The Issuing Office will send by email a copy of questions and corresponding answers to every Vendor.

#### **I-6. Pre-proposal Conference**

*There will be no pre-proposal conference.*

#### **I-7. Contracting Terms and Conditions**

If the Issuing Office selects a Vendor as a result of this RFP, then the Vendor and the Commonwealth will use the form of contract attached to this RFP as Appendix B, which is the text of the contract that each member of the Bond Pool agreed to at the time that the law firm qualified for the Bond Pool. Terms such as pricing that are not addressed in the contract will be set out in the Appointment Letter.

The Issuing Office, in its sole discretion, may select for negotiation Vendors whose proposals, in the judgment of the Issuing Office, show them to be qualified, responsible and capable of performing the services described in this RFP. Contract negotiations will occur between the Office of General Counsel and the selected Vendor.

#### **I-8. Electronic Version of RFP**

The Issuing Officer is making official distribution of this RFP by providing it via email to each law firm that has been pre-qualified by the Office of General Counsel, as of the date of this RFP, to bid on contracts for legal work of the nature being sought. A copy of the RFP will also be made available on Treasury's website ([www.pat treasury.gov](http://www.pat treasury.gov)). The Vendor acknowledges and accepts full responsibility to insure that its proposal responds to the RFP as emailed to it, as amended, if at all, by subsequent emails. In the event of a conflict between a version of the RFP in the Vendor's possession and the Issuing Office's final version of the RFP, the Issuing Office's final version shall govern.

#### **I-9. Addenda to RFP**

If the Issuing Office deems it necessary to revise any part of this RFP before the proposal response date, the Issuing Office will email updated documents to the Vendors.

#### **I-10. Response Date**

To be considered, each vendor must deliver seven hard copies of its:

- i) Technical Submittal,
- ii) Cost Submittal, and
- iii) Small Diverse Business Submittal

to the Issuing Office on or before the time and date specified in the RFP Calendar of Events.

Please remember to allow sufficient mail delivery time to ensure timely receipt of the proposal. If, due to inclement weather, natural disaster, or any other cause, the Issuing Office location to which proposals are to be returned is closed on the proposal response date, the deadline for submission shall be automatically extended until the next business day on which the Department office is open, unless

the Vendors are otherwise notified by Treasury. The time for submission of proposals shall remain the same even if the response date is extended. Late proposals will not be considered.

### **I-11. Incurring Costs**

The Issuing Office is not liable for any costs the Vendor incurs in preparation and submission of its proposal, in participating in the RFP process or in anticipation of award of the contract.

### **I-12. Economy Of Preparation**

Vendors should submit proposals that are simple and economical, providing a straightforward, concise description of the Vendor's ability to meet the requirements of the RFP.

### **I-13. Proposal Contents**

- a. Confidential Information. Treasury is not requesting, and does not require, confidential proprietary information or trade secrets to be included as part of Vendors' submissions in order to evaluate proposals submitted in response to this RFP. Accordingly, except as provided herein, Vendors should not label proposal submissions as confidential, proprietary, or trade-secret protected. Any Vendor who determines that it must divulge such protected information as part of its proposal must follow all of the procedures described below:
  - (1) Prepare an un-redacted version of the appropriate document.
  - (2) Prepare a redacted version of the document that redacts the information that is asserted to be confidential or proprietary information or a trade secret.
  - (3) Prepare a signed written statement that states:
    - i) The attached document contains confidential or proprietary information or trade secrets;
    - ii) The Contractor is submitting the document in both redacted and un-redacted format in accordance with 65 P.S. § 67.707(b); and
    - iii) The Contractor is requesting that the document be considered exempt under 65 P.S. § 67.708(b)(11) from public records requests.
  - (4) Submit the two documents along with the signed written statement to Treasury.
  - (5) Acknowledge that the information may be subject to the Right-to-Know Law.
- b. Treasury Use. All material submitted with the proposal shall be considered the property of Treasury and may be returned only at the Issuing Office's option. Treasury has the right to use any or all ideas not protected by intellectual property rights that are presented in any proposal regardless of whether the proposal becomes part of a contract. Notwithstanding any Vendor copyright designations contained on proposals, the Treasury shall have the right to make copies and distribute proposals internally and to comply with public record or other disclosure requirements under the provisions of any Commonwealth or United States statute or regulation, or rule or order of any court of competent jurisdiction.
- c. Public Disclosure. After the award of a contract pursuant to this RFP, all proposal submissions are subject to disclosure in response to a request for public records made under the Pennsylvania Right-to-Know-Law, 65 P.S. § 67.101, *et seq.* If a proposal submission contains

confidential proprietary information or trade secrets, a signed written statement to this effect must be provided with the submission in accordance with 65 P.S. § 67.707(b) for the information to be considered exempt under 65 P.S. § 67.708(b)(11) from public records requests.

#### **I-14. Vendor's Representations and Authorizations**

By submitting its proposal, each Vendor understands, represents, and acknowledges that:

- a. The Vendor is a member of the Office of General Counsel's Bond Counsel Pool.
- b. All of the Vendor's information and representations in the proposal are material and important, and the Issuing Office may rely upon the contents of the proposal in making an award. The Treasury shall treat any misstatement, omission or misrepresentation as fraudulent concealment of the true facts relating to the proposal submission, punishable pursuant to 18 Pa. C.S. § 4904.
- c. The Vendor has arrived at the price(s) and amounts in its proposal independently and without consultation, communication, or agreement with any other Vendor or potential Vendor. This provision has no application to those Vendors who partner to provide a comprehensive solution.
- d. The Vendor has not disclosed the price(s), the amount of the proposal, nor the approximate price(s) or amount(s) of its proposal to any other firm or person who is a Vendor or potential Vendor for this RFP, and the Vendor shall not disclose any of these items on or before the proposal submission deadline specified in the Calendar of Events of this RFP.
- e. The Vendor has not attempted, nor will it attempt, to induce any firm or person to refrain from submitting a proposal to this RFP, or to submit a proposal higher than its proposal, or to submit any intentionally high or noncompetitive proposal or other form of complementary proposal.
- f. The Vendor makes its proposal in good faith and not pursuant to any agreement or discussion with, or inducement from, any firm or person to submit a complementary or other noncompetitive proposal.
- g. To the best knowledge of the person signing the proposal for the Vendor, the Vendor, its affiliates, subsidiaries, officers, directors, and employees are not currently under investigation by any governmental agency and have not in the last **four (4)** years been convicted or found liable for any act prohibited by State or Federal law in any jurisdiction involving conspiracy or collusion with respect to bidding or proposing on any public contract, except as the Vendor has disclosed in its proposal.
- h. To the best of the knowledge of the person signing the proposal for the Vendor and except as the Vendor has otherwise disclosed in its proposal, the Vendor has no outstanding, delinquent obligations to the Commonwealth including, but not limited to, any state tax liability not being contested on appeal or other obligation of the Vendor that is owed to the Commonwealth.
- i. The Vendor is not currently under suspension or debarment by the Commonwealth, any other State or the Federal government, and if the Vendor cannot so certify, then it shall submit along with its proposal a written explanation of why it cannot make such certification.
- j. The Vendor has not made, under separate contract with the Issuing Office, any recommendations to the Issuing Office concerning the bond counsel services for the Bond Issue described in this proposal.

- k. Each Vendor, by submitting its proposal, authorizes Commonwealth agencies to release to the Issuing Office information concerning the Vendor's Pennsylvania taxes, unemployment compensation and workers' compensation liabilities.
- l. Until the selected Vendor receives a fully-executed contract from the Commonwealth, here is no legal and valid contract, in law or in equity, and the Vendor shall not begin to perform.

#### **I-15. Small Diverse Business Information**

The Issuing Office encourages participation by small diverse businesses as prime contractors, and encourages all prime contractors to make significant commitment to use small diverse businesses as subcontractors and suppliers.

A Small Diverse Business is a DGS-verified minority-owned business, woman-owned business, veteran-owned business or service-disabled veteran-owned business.

A small business is a business in the United States which is independently owned, not dominant in its field of operation, employs no more than 100 full-time or full-time equivalent employees, and earns less than \$7 million in gross annual revenues for building design, \$20 million in gross revenues for sales and services, and \$25 million in gross annual revenues for those businesses in the information technology sales or service business.

A database of Bureau of Small Business Opportunities-certified minority, women, veteran and service-disabled veteran-owned businesses can be accessed from: [http://www.portal.state.pa.us/portal/server.pt/community/searching\\_for\\_small\\_diverse\\_businesses/21094](http://www.portal.state.pa.us/portal/server.pt/community/searching_for_small_diverse_businesses/21094).

#### **I-16. Restriction of Contact**

From the issue date of this RFP until the Issuing Office selects a proposal for award, the Issuing Officer is the sole point of contact concerning this RFP. Any violation of this condition may be cause for the Issuing Office to reject the offending Vendor's proposal. If the Issuing Office later discovers that the Vendor has engaged in any violations of this condition, the Issuing Office may reject the offending Vendor's proposal or rescind its contract award pursuant to terms and conditions.

Each Vendor that submits a proposal in response to this RFP agrees, as a condition of submitting the proposal, not to distribute any part of its proposal beyond the Issuing Office. A Vendor who shares information contained in its proposal with other Treasury personnel, a competing Vendor, or any other person may be disqualified.

#### **I-17. Vendor Responsibilities**

The selected Vendor must assume responsibility for all services offered in the proposal whether it produces them itself or by subcontract. The Issuing Office will consider the selected Vendor to be the sole point of contact with regard to contractual and contract matters.

#### **I-18. Rejection of Proposals**

The Issuing Office reserves the right, in its sole and complete discretion, to reject any or all proposals received in response to this RFP, or to negotiate separately with competing Vendors.

**I-19. Discussion for clarifications**

Vendors may be required to make an oral or written clarification of their proposals to the Issuing Office to ensure thorough mutual understanding and Vendor responsiveness to the solicitation requirements. The Issuing Office will initiate requests for clarification.

**I-20. Notification of Selection**

The Issuing Office will notify the selected Vendor in writing of its selection for negotiation after the Issuing Office has determined, taking into consideration all of the evaluation factors, the proposal that is the most advantageous to the Commonwealth. The Vendor and Commonwealth shall enter negotiations.

**I-21. Term of Contract**

The term of the contract will commence on the effective date and will extend until the completion of the debt issuance. Completion of the debt issuance shall occur upon certification by the Commonwealth of complete receipt of the proceeds of the bond sale following the closing of sale.

Upon the successful completion of negotiations, the Office of General Counsel will issue an appointment letter to the selected vendor, along with the executed legal services contract. The effective date of the contract will be set by the legal services contract after it has been fully executed by the selected vendor and all approvals required by Commonwealth contracting procedures have been obtained.

**I-22. Debriefing Conferences**

Vendors whose proposals are not selected will be notified of the name of the selected Vendor and given the opportunity to be debriefed. The Issuing Office will schedule the time and location of the debriefing. The debriefing will not compare the Vendor with other Vendors, other than the position of the Vendor's proposal in relation to all other Vendor proposals. A Vendor's exercise of the opportunity to be debriefed does not constitute the filing of a protest.

**I-23. New Releases**

Vendors shall not issue news releases, internet postings, advertisements or any other public communications pertaining to the Bond Issue without prior written approval of the Office of the Budget, and then only in coordination with the Office of the Budget.

## PART II

### PROPOSAL REQUIREMENTS

#### **II-1. General Requirements**

Vendors must submit seven (7) copies of their proposals in the format, including heading descriptions, as outlined below. To be considered, the proposal must respond to all requirements in this part of the RFP. Vendors should provide any other information thought to be relevant, but not applicable to the enumerated categories, as an appendix to the Proposal. All cost data relating to this proposal should be kept separate from and not included in the Technical Submittal. The Issuing Office may, in its sole discretion, reject any Proposal that includes cost data in its Technical Submittal or, if it determines it to be in the best interests of the Commonwealth, redact cost data from the Technical Submittal in order to allow the Evaluation Committee to evaluate it without knowledge of the cost data.

Each Proposal shall consist of **three** (3) separately sealed submittals:

- a. Technical Submittal, which shall be a response to **RFP 18-004**
- b. Cost Submittal, in response to **RFP 18-004**, and
- c. Small Diverse Business Submittal, in response to **RFP 18-004**.

The Issuing Office reserves the right to request additional information which, in the Issuing Office's opinion, is necessary to assure that the Vendor's competence, business organization, and financial resources are adequate to deliver the RFP requirements.

The Issuing Office may make investigations as deemed necessary to determine the ability of the Vendor to deliver and support the solution, and the Vendor shall furnish to the Issuing Office all requested information and data. The Issuing Office reserves the right to reject any proposal if the evidence submitted by, or investigation of, such Vendor fails to satisfy the Issuing Office that such Vendor is properly qualified to carry out the services described in this RFP.

#### **II-2. Technical Submittal**

- a. **Statement of the Problem:** State in succinct terms your understanding of the bond counsel services to be delivered in connection with the Bond Issue required by this RFP.
- b. **Vendor Qualifications:** Provide documentation and other evidence as required in [Part IV-2](#) of this RFP.
- c. **Services to be Provided:** Provide documentation and other evidence that you are able to complete the services required by this RFP, as listed [Part IV-3](#) of this RFP.

#### **III-3. Cost Submittal**

The Cost Submittal shall be placed in a separate, sealed envelope clearly labeled Cost Submittal within the sealed proposal, separated from the technical submittal.

Treasury expects at this time that the Bond refinancing will approximately be in the amount of \$950 million.

Vendor Cost submittals shall be a flat fee. The bond amount is proposed at this point and may go up or down however, each RFP response will be scored based on the flat fee submitted. All firms may only submit one fee and not include any expenses beyond what the firm incorporated into the proposed fee. Any firm that attempts to suggest that the Commonwealth pay other fees outside of the flat fee or tries to negotiate for higher fees at the contract negotiation stage will be disqualified.

## **PART III**

### **CRITERIA FOR SELECTION**

#### **III-1. Mandatory Responsiveness Requirements**

To be eligible for selection, a proposal must be:

- a. Timely received from the Vendor; and
- b. Properly signed by the Vendor.

#### **III-2. Nonconforming Proposals**

The Issuing Office reserves the right, in its sole discretion, to waive technical or immaterial nonconformities in a Vendor's proposal.

#### **III-3. Evaluation Committee**

Proposals will be reviewed and evaluated by a committee of qualified personnel selected by the Commonwealth. This committee will recommend for selection the proposal which it determines is the most advantageous to the Commonwealth after considering all of the evaluation factors.

#### **III-4. Criteria for Selection**

The technical submittal will be evaluated based on the Vendor's qualifications, experience, staffing, and competency, and its ability to perform the bond counsel services for the Bond Issue.

The cost submittal will be evaluated based on the total cost of the fee proposed by vendor to perform bond counsel services for the Bond Issue.

#### **III-5. Vendor Responsibility**

To be responsible, a Vendor must submit a responsive proposal and possess the capability to fully perform as bond counsel for the Bond Issue in all respects and the integrity and reliability to assure good faith performance of the contract, and shall not have any conflicts that prevent it from fully performing as bond counsel for the Bond Issue. The Issuing Office will award a contract only to a Vendor determined to be responsible in accordance with the most current version of Commonwealth Management Directive 215.9, Contractor Responsibility Program.

**PART IV**  
**WORK STATEMENT/REQUIREMENTS**

**IV-1. Overview**

Pennsylvania Treasury is seeking proposals to provide bond counsel for the Commonwealth's anticipated General Obligation Bond, First Refunding Series of 2019.

**IV-2. Vendor Qualifications**

In addition to those minimum qualifications identified pursuant to the OGC's RFQ, the following criteria will be used in evaluating each proposal. Additional Qualifications/Information

- 1) As part of your technical submission, provide a narrative demonstrating the Law Firm's knowledge of the areas of law and experience relevant to the engagement at issue as well as an analysis of the Law Firm's plan of action consistent with the problem statement and the Statement of Work. Law Firms should also highlight their knowledge of the Commonwealth, the Executive Branch and its agencies.
- 2) Identify all of the attorneys who will be members of the firm's bond counsel team for the Bond Issue and their roles as members of the team. Identify the attorney who will be the main point-of-contact for the Office of the Budget, and will have day-to-day responsibility for this representation. Confirm that all members of the firm's bond counsel team are admitted to practice law before the Supreme Court of Pennsylvania and are members in good standing
- 3) Confirm that one or more members of the firm's bond counsel team have served as bond counsel for tax-exempt general obligation bond issues of comparable size by comparable issuers within the preceding five (5) years. Identify and discuss the size and other characteristics of the issues (up to ten examples).
- 4) Identify the member(s) of the firm's Bond Counsel team that specialize in public finance tax law.
- 5) Identify which members of the firm's Bond Counsel team practice regularly in the area of municipal securities law.
- 6) Describe the ability of the firm's bond counsel team to evaluate legal issues, prepare documents and complete other necessary tasks as bond counsel for the Bond Issue in a timely manner.
- 7) Identify and describe, at least one, particularly challenging bond issue or issues the firm has encountered and how the firm dealt with such.
- 8) Confirm that the firm has no pending or contemplated conflicting representation or adverse litigation involving any Commonwealth agency or department, including, without limitation the Issuing Officials (the Governor, Pennsylvania Treasury, and Pennsylvania Auditor General).
- 9) Please identify any relationship or activity of the firm that may present an actual or appearance of a conflict of interest

All firms must complete Appendix C

### **IV-3. Services to be Provided**

Consistent with the scope of work described in Section I-2, Pennsylvania Treasury intends to select qualified bond counsel to provide legal services pertaining to the anticipated bond refinancing, the validity of the refinancing, the extent to which the bond is exempt from income and other taxation, and the satisfaction of all legal and tax requirements relevant to the debt issuance.

This RFP contains instructions governing the requested proposals, including the requirements for the information and material to be included; a description of securities; requirements which vendors must meet to be eligible for consideration; general evaluation criteria; and such other requirements specific to this RFP.

## LIST OF ATTACHMENTS & APPENDICES

Section	Title	Description
Appendix A	Proposal Cover Sheet	
Appendix B	Form of Legal Services Contract	
Appendix C		


**Appendix A**  
**PROPOSAL COVER SHEET**  
**PENNSYLVANIA TREASURY DEPARTMENT**  
**RFP 18-004**

**Enclosed in three separately sealed submittals is the proposal of the Vendor identified below for the above-referenced RFP:**

<b>Vendor Information:</b>	
Vendor Name	
Vendor Mailing Address	
Vendor Website	
Vendor Contact Person	
Contact Person's Phone Number	
Contact Person's Facsimile Number	
Contact Person's E-mail Address	
Vendor Federal ID Number	

<b>Submittals Enclosed and Separately Sealed:</b>	
<input type="checkbox"/>	Technical Submittal
<input type="checkbox"/>	Disadvantaged Business Submittal
<input type="checkbox"/>	Cost Proposal

<i>Signature</i>	
Signature of an official Authorized to bind the Vendor to the provisions contained in the Vendor's proposal:	
<b>Printed Name:</b>	
<b>Title:</b>	

FAILURE TO COMPLETE, SIGN AND RETURN THIS FORM WITH THE VENDOR'S PROPOSAL MAY RESULT IN THE REJECTION OF THE VENDOR'S PROPOSAL.

## **Appendix B**

Contract for Legal Services is a separate attachment to the RFP

**APPENDIX C**  
**PERSONNEL EXPERIENCE BY KEY POSITION**

<p style="text-align: center;"><b>POSITION</b></p> <p style="text-align: center;">(Include information for all individuals identified in response to Appendix D – Statement of Qualifications/Technical Questionnaire, as well as any additional positions identified as integral to the work delineated in your proposal.)</p>	<p style="text-align: center;"><b>PERSONNEL NAME</b></p> <p style="text-align: center;">(Identify by first/last name the person who will fulfill this position.)</p>	<p style="text-align: center;"><b>COMMITMENT</b></p> <p style="text-align: center;">(Provide the percentage of this person’s time to be committed to the proposed project.)</p>	<p style="text-align: center;"><b># YEARS PRIOR EXPERIENCE IN POSITION</b></p> <p style="text-align: center;">(List the number of years this person has acted in the same role on prior projects similar in nature to the proposed project.)</p>	<p style="text-align: center;"><b>OTHER RELEVANT EXPERIENCE</b></p> <p style="text-align: center;">(Provide a brief narrative of other experience this person has had that may be relevant to his/her role in the proposed project.)</p>	<p style="text-align: center;"><b>EDUCATION</b></p> <p style="text-align: center;">(List all postsecondary degrees completed for this person.)</p>


**APPENDIX D**  
**Certification of Minimum Qualifications**

- I certify that the following submission is complete and that my firm and I have included a technical and a cost proposal.
- I certify that the firm maintains professional liability insurance through an AA Best-Rated (or the equivalent) insurance carrier in an aggregate amount of not less than \$10 million. The professional liability insurance will include coverage for practice in the field of federal and state securities and tax law.
- I certify that all the attorneys on the proposed team are admitted to practice before the Supreme Court of Pennsylvania.
- I have completed Appendix C.
- I have disclosed any possible conflicts as described above. I also disclosed if my firm is involved in any adverse litigation involving the Commonwealth
- Should my firm win the RFP, we will agree to the contract set forth in Appendix B.

Signed

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Lawyer responsible for firm submission