REQUEST FOR QUALIFICATIONS FOR SUPPLEMENTAL AUDITING SERVICES

ISSUING OFFICE

Pennsylvania Turnpike Commission

Operations Review Department

RFQ

12-10210-3837

(Amended Previous RFQ 11-10210-3455)

DATE OF ISSUANCE

September 28, 2012

REQUEST FOR QUALIFICATIONS FOR SUPPLEMENTAL AUDITING SERVICES

RFQ 12-10210-3837

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PART I

GENERAL INFORMATION

I-1. Purpose. The Pennsylvania Turnpike Commission (Commission) seeks to retain the services of Auditing Firms experienced in performing financial, compliance, best practices, forensic and/or performance auditing to supplement the existing capabilities of the Commission's Operations Review Department. Through this Request for Qualifications (RFQ) process, the Commission seeks to create a pool of Auditing Firms who are able to conduct specialized and/or technical audits of specific Capital Plan and financial transactions on an as needed basis, financial, forensic, performance and/or compliance audits of third party agreements entered into by the Commission with vendors, consultants or other professional service providers as well as management advisory and consulting services. The scope of work to be performed under this RFQ does not include the independent audit of the Commission's annual financial and Other Post-Employment Benefits Trust Fund (OPEB) statements. These audits will continue to be performed separately in accordance with the provisions of the Commission's Annual Independent Audit Services agreement. Please note that inclusion in the pool of firms does <u>not</u> guarantee or provide assurances that an Auditing Firm will be assigned any specific, minimum number, or monetary amount of audit services work orders during the contract duration.

This RFQ provides interested Auditing Firms with sufficient information to enable them to prepare and submit statements of qualification for consideration by the Commission to satisfy a need for supplemental auditing services. Firms who responded to RFQ 11-10210-3455 and other firms wishing to be considered for inclusion in the pool should respond to <u>this RFQ</u> in all respects.

The Commission reserves the right to retain auditing firms to provide supplemental auditing services for operational areas not specified in this RFQ. Such assignments may be based on complexity and such other factors as the Commission deems, in its sole discretion, relevant.

I-2. Background. The Pennsylvania Turnpike Commission operates a toll road system consisting of the following: a 359 mile Turnpike Mainline traversing the southern portion of Pennsylvania from east to west, a 110 mile north-south section identified as the Northeast Extension, a 16 mile north-south connection, known as the Beaver Valley Expressway which intersects the Turnpike Mainline in the southwestern portion of the Commonwealth, the 13 mile Amos K. Hutchinson Bypass, which adjoins the Turnpike Mainline near the New Stanton Interchange, a 23-mile section of the Mon/Fayette Project, an eight mile section from the Pennsylvania/West Virginia border to Fairchance, which is located just south of Uniontown, and the first part of the Southern Beltway, the Findlay Connector near Greater Pittsburgh International Airport. When completed, the Mon/Fayette Expressway will extend 65 miles from Interstate Route 68 in West Virginia to Interstate Route 376 near Pittsburgh.

To insure that the Turnpike System is maintained in a state of good repair as well as to ensure customer safety and convenience, the Commission administers a rolling Ten Year Capital Plan. Recently, the Commission approved an Enhanced Capital Plan totaling approximately \$6.4 billion over the Fiscal 2012-2021 period. This enhanced plan, which increases capital investment by 37% as compared to the original base plan projects that roughly 89% of this investment will be devoted to highways, bridges and interchanges and the remaining 11% to technology, fleet equipment, facilities design and other initiatives. Capital and Operating Funds financial and related management information are maintained in the Commission's SAP Enterprise Resource Management System, version ECC6.0.

Internal audits of all of the Commission's non-toll revenue activities are performed by the Operations Review Department. In addition, the Operations Review Department performs a variety of management advisory and consulting services including development of business continuity and other contingency plans as well as performing research or other projects at the request of the Commissioners and/or senior Executive staff. Due to the increased size and complexity of the Commission's operations as well as staffing constraints within the Operations Review Department, the Commission is looking to supplement its existing auditing and management advisory capabilities.

I-3. Issuing Office. This RFQ is issued for the Commission by the **Operations Review Department.** All questions regarding this RFQ must be directed to the Commission pursuant to the process identified in Section I-10 below. No questions will be addressed except through such process.

I-4. Scope. This RFQ contains instructions governing the statements of qualification to be submitted and the material to be included therein; a description of the service to be provided; requirements which must be met to be eligible for consideration; general evaluation criteria; and other requirements to be met by each statement of qualifications.

I-5. Problem Statement.

A. General Description

The Commission is soliciting statements of qualifications from auditing firms for the purpose of obtaining supplemental auditing resources to perform financial, compliance, best practices, forensic and performance audits of specialized operations of the Commission as well as third party agreements and management advisory and consulting services in accordance with formal work orders issued by the Director of Operations Review. Specifically, the Commission operations to be reviewed include, but are not limited to, highway/bridge and facility design engineering, construction and maintenance, technology applications and infrastructure performance, costs associated with professional service contracts, integrity and security including the Commission's SAP Enterprise Resource Management System and financial activities including the Commission's Long Range Financial Plan, and investment practices. Additionally, Audit Firms may be requested to perform various reviews of third party contracts including system maintenance and professional service providers. Work orders may also be issued for supplemental services pertaining to contingency planning development and other specialized advisory/consulting projects.

B. Requested Services

Auditing firms selected through this RFQ will perform audit/advisory services as specified in the work orders issued by the Director of Operations Review. Each formal work order issued under these contracts will specify the objectives, scope and deliverables for the requested audit/advisory service. Upon receipt of the work order, auditing firms will submit a proposed cost estimate and project plan which will include anticipated individual and total resource hours and costs, other direct costs, timeline, and schedule of milestones and deliverables for review and approval by the Director of Operations Review. All audits/advisory services are to be performed in accordance with auditing standards generally accepted in the United States. **I-6.** Type of Contract. It is proposed that if a contract(s) is entered into as a result of this RFQ, work will be assigned on an open-end contract basis.

I-7. Rejection of Statements of Qualification. The Commission reserves the right to reject any and all Statements of Qualification received as a result of this request.

I-8. Subcontracting. Any use of subcontractors by a Proposer must be identified in the proposal. During the contract period use of any subcontractors by the selected Proposer, which were not previously identified in the proposal, must be approved in advance in writing by the Commission.

A firm that responds to this solicitation as a prime may not be included as a designated subcontractor to another firm that responds to the same solicitation. Multiple responses under any of the foregoing situations may cause the rejection of all responses of the firm or firms involved. This does not preclude a firm from being set forth as a designated subcontractor to more than one prime contractor responding to the project advertisement.

I-9. Incurring Costs. The Commission is not liable for any costs incurred by Respondents in their preparation and submission of Statements of Qualification, in participating in the RFQ process or in anticipation of award of real estate appraisal opportunities.

I-10. Questions and Answers. Written questions may be submitted to clarify any points in the RFQ which may not have been clearly understood. Written questions should be submitted by email to RFP-Q@paturnpike.com with RFQ 12-10210-3837 in the Subject Line to be received no later than 12:00 p.m., local time, Friday, October 12, 2012. All questions and written answers will be posted to the website as an addendum to and become part of this RFQ.

I-11. Addenda to the RFQ. If it becomes necessary to revise any part of this RFQ before the response date, addenda will be posted to the Commission's website under the original RFQ document. It is the responsibility of all Respondents to periodically check the website for any new information or addenda to the RFQ.

The Commission may revise a published advertisement. If the Commission revises a published advertisement less than ten days before the RFQ due date, the due date will be extended to maintain the minimum ten-day advertisement duration if the revision alters the project scope or selection criteria. Respondents are responsible to monitor advertisements/addenda to ensure the submitted proposal complies with any changes in the published advertisement.

I-12. Response. To be considered, Statements of Qualification must be delivered to the Pennsylvania Turnpike Commission's Contracts Administration Department, Attention: Stephanie Newbury, Contracts Administrator, on or before **12:00 p.m., local time, Wednesday, October 31, 2012**. The Pennsylvania Turnpike Commission is located at 700 South Eisenhower Boulevard, Middletown, PA 17057 (Street address). Our mailing Address is P. O. Box 67676, Harrisburg, PA 17106.

Please note that use of U.S. Mail, FedEx, UPS, or other delivery method, does not guarantee delivery to this address by the above-listed time for submission. Proposers mailing proposals should allow sufficient delivery time to ensure timely receipt of their proposals. If the Commission office location to which proposals are to be delivered is closed on the proposal response date, due to inclement weather, natural disaster, or any other cause, the deadline for submission shall be automatically extended

until the next Commission business day on which the office is open. Unless the Proposers are otherwise notified by the Commission, the time for submission of proposals shall remain the same.

I-13. Statements of Qualifications. To be considered, Respondent should submit a complete response to this RFQ, using the format provided in PART II. Each Statement of Qualifications should be submitted in six (6) hard copies to the Contracts Administration Department. No other distribution of Statement of Qualifications will be made by the Respondent. Each page should be numbered for ease of reference. Statement of Qualifications must be signed by an official authorized to bind the Respondent to its provisions and include the Respondent's Federal Identification Number.

Each and every Respondent submitting Statement of Qualifications specifically waives any right to withdraw or modify it, except as hereinafter provided. Statement of Qualifications may be withdrawn by written or fax notice (fax number (717) 986-8714) received at the Commission's address for Statement of Qualifications delivery prior to the exact hour and date specified for Statement of Qualifications receipt.

Contracts Administration Department Attn: Donald Klingensmith Director, Contracts Administration PA Turnpike Commission 700 South Eisenhower Blvd. Middletown, PA 17057

However, if the Respondent chooses to attempt to provide such written notice by fax transmission, the Commission shall not be responsible or liable for errors in fax transmission. A Statement of Qualifications may also be withdrawn in person by a Respondent or its authorized representative, provided his/her identity is made known and he/she signs a receipt for the Statement of Qualifications, but only if the withdrawal is made prior to the exact hour and date set for Statement of Qualifications receipt. A Statement of Qualifications may only be modified by the submission of a new sealed Statement of Qualifications or submission of a sealed modification which complies with the requirements of this solicitation.

I-14. Economy of Preparation. Statements of Qualifications should be prepared simply and economically, providing a straightforward, concise description of the Respondent's ability to meet the requirements of the RFQ.

I-15. Discussions for Clarification. Proposers who submit Statements of Qualifications may be required to make an oral or written clarification of their proposals to the Issuing Office to ensure thorough mutual understanding and Proposer responsiveness to the solicitation requirements. The Issuing Office will initiate requests for clarification.

I-16. Statement of Qualifications Contents. Statements of Qualifications will be held in confidence and will not be revealed or discussed with competitors, unless disclosure is required to be made (i) under the provisions of any Commonwealth or United States statute or regulation; or (ii) by rule or order of any court of competent jurisdiction. All material submitted with the statement becomes the property of the Commission and may be returned only at the Commission's option. Statements of Qualifications submitted to the Commission may be reviewed and evaluated by any person other than competing Respondents at the discretion of the Commission. The Commission has the right to use any

or all ideas presented in any response. Selection or rejection of the responding firm does not affect this right.

In accordance with the Pennsylvania Right-to-Know Law (RTKL), 65 P.S. § 67.707 (Production of Certain Records), Respondents shall identify any and all portions of their Statement of Qualifications that contains confidential proprietary information or is protected by a trade secret. Statements of Qualifications shall include a written statement signed by a representative of the company/firm identifying the specific portion(s) of the response that contains the trade secret or confidential proprietary information.

Respondents should note that "trade secrets" and "confidential proprietary information" are exempt from access under Section 708(b)(11) of the RTKL. Section 102 defines both "trade secrets" and "confidential proprietary information" as follows:

<u>Confidential proprietary information</u>: Commercial or financial information received by an agency: (1) which is privileged or confidential; <u>and (2)</u> the disclosure of which would cause substantial harm to the competitive position of the person that submitted the information.

<u>Trade secret</u>: Information, including a formula, drawing, pattern, compilation, including a customer list, program, device, method, technique or process that: (1) derives independent economic value, actual or potential, from not being generally known to and not being readily ascertainable by proper means by other persons who can obtain economic value from its disclosure or use; <u>and (2)</u> is the subject of efforts that are reasonable under the circumstances to maintain its secrecy. The term includes data processing software by an agency under a licensing agreement prohibiting disclosure.

65 P.S. §67.102 (emphasis added).

The Office of Open Records has determined that a third party must establish a trade secret based upon factors established by the appellate courts, which include the following:

the extent to which the information is known outside of his business;

the extent to which the information is known by employees and others in the business;

the extent of measures taken to guard the secrecy of the information;

the value of the information to his business and to competitors;

the amount of effort or money expended in developing the information; and

the ease of difficulty with which the information could be properly acquired or duplicated by others.

See Crum v. Bridgestone/Firestone North Amer. Tire., 907 A.2d 578, 585 (Pa. Super. 2006).

The Office of Open Records also notes that with regard to "confidential proprietary information the standard is equally high and may only be established when the party asserting protection shows that the information at issue is either 'commercial' or 'financial' and is privileged or confidential, and the disclosure *would* cause substantial competitive harm." (emphasis in original).

For more information regarding the RTKL, visit the Office of Open Records' website at <u>www.openrecords.state.pa.us</u>.

I-17. Debriefing Conferences. Respondents whose firms are not selected to be included in the pool or pools will be notified of the name of the selected respondents and given the opportunity to be debriefed, at their request. The Issuing Office will schedule the time and location of the debriefing. The Respondent will not be compared with other respondents.

I-18. News Releases. News releases pertaining to this project will not be made without prior Commission approval, and then only in coordination with the Issuing Office.

I-19. Term of Appointment. The Commission intends that the pools established pursuant to the Request will remain in effect for a term of two years with an option of up to three one-year extensions.

I-20. Respondent's Representations and Authorizations. Each Respondent by submitting its Statement of Qualifications understands, represents, and acknowledges that:

- a. All information provided by, and representations made by, the Respondent are material and important and will be relied upon by the Issuing Office in establishing pools. Any misstatement, omission or misrepresentation shall be treated as fraudulent concealment from the Issuing Office of the true facts relating to the submission of this Statement of Qualifications. A misrepresentation shall be punishable under 18 Pa. C.S. § 4904.
- b. To the best knowledge of the person signing the proposal for the Respondent, the Respondent, 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 disclosed by the Respondent in its Statement of Qualifications.
- c. To the best of the knowledge of the person signing the proposal for the Respondent and except as otherwise disclosed by the Respondent, the Respondent 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 Respondent that is owed to the Commonwealth.
- d. The Respondent is not currently under suspension or debarment by the Commonwealth, or any other state, or the federal government, and if the Respondent cannot certify, then it shall submit along with the Statement of Qualifications a written explanation of why such certification cannot be made.
- e. Each Respondent, by submitting its Statement of Qualifications, authorizes all Commonwealth agencies to release to the Commission information related to liabilities to the Commonwealth including, but not limited to, taxes, unemployment compensation, and workers' compensation liabilities.
- f. The Respondent has not, under separate contract with the Commission, made any recommendations to the Commission concerning the need for the services described in the RFQ.

I-21. Insurance.

A. General. Before the execution of a Contract, Provider must provide the Commission with certificates of insurance evidencing the coverage required acceptable to the Commission, as described below. Have all policies endorsed to contain the following clause: "Thirty (30) days written notice of any cancellation, non-renewal, limit or coverage reduction is to be sent to the Commission by Certified Mail." The preceding is subject to existing Commonwealth of Pennsylvania statutory cancellation provisions relating to non-payment of premium and misrepresentation by the insured. Maintain the insurance described herein for the entire duration of the Contract. All insurance policies must be written by an Insurance Company licensed and/or authorized to do business in Pennsylvania and acceptable to the Commission having an A.M. Best's rating of no less than A-, with a financial size category of IX, or better. Have all insurance policies and certificates signed by a resident Pennsylvania Agent of the issuing Company. However, in the case of an eligible surplus lines insurer, have all policies and certificates also signed by a party duly authorized to bind, on behalf of the eligible surplus lines insurer, the certified coverage's.

B. Commercial General Liability Insurance. Commercial general liability insurance (CGL) with limits not less than \$1,000,000 each occurrence with a \$2,000,000 aggregate. If the CGL contains a general aggregate limit, it shall apply separately each site or location. CGL insurance shall be written on the Insurance Services Office Inc. (ISO) occurrence form CG 00 01 12 07 (or substitute form providing equivalent coverage) and shall cover liability arising from premises, operations, independent contractors, products completed operations, personal injury and advertising injury, and liability assumed under contract (including the tort liability of another assumed in a business contract but not including breach of contract damages).

C. Business Auto Liability Insurance. Business auto liability insurance with a limit of not less than \$1,000,000 each accident. Such insurance shall cover liability, including bodily injury or death and property damage, arising out of any auto (including owned, hired, and non-owned autos). Business auto coverage shall be written on the current ISO form or a substitute form providing equivalent liability coverage.

D. Worker's Compensation and Employer's Liability Insurance. Take out, pay for and maintain during the life of the contract, Worker's Compensation Insurance in statutory required limits for the protection of all employees. Provide, pay for and maintain during the life of the contract, Employer's Liability Insurance in limits of not less than \$100,000 bodily injury each accident, \$500,000 bodily injury by disease- Policy Limit, and \$100,000 bodily injury by disease each employee

E. Professional Liability Insurance. Insurance coverage for Errors and Omissions (Professional Liability Insurance) in an amount not less than \$1,000,000. Insurance shall be provided on a form acceptable to the Pennsylvania Turnpike Commission.

I-22. Commitment to Diversity. The Commission is committed to the inclusion of Disadvantaged, Minority, and Woman-Owned firms in the contracting opportunities. While DBE/MBE/WBE participation in not a requirement, Small, Disadvantaged, Minority and Woman-Owned Firms, and other Firms who have not previously worked for the Commission are encouraged to submit Statements of Qualifications. The Commission recognizes certification from the Pennsylvania Department of General Services (www.dgs.state.pa.us) or the Pennsylvania Unified Certification Program (www.paucp.com) for this RFQ.

PART II

INFORMATION REQUIRED FROM RESPONDENTS

Statements of Qualification must be submitted in the format, including heading descriptions, outlined below. To be considered, the response must respond to all requirements in this part of the RFQ. Any other information thought to be relevant, but not applicable to the enumerated categories, should be provided as an appendix to the Statement of Qualifications.

The Commission reserves the right to request additional information which, in the Commission's opinion, is necessary to assure that the Respondent's competence, number of qualified employees, business organization, and financial resources are adequate to perform according to the RFQ.

II-1. Required Information

A. **Title Page**

Show the name of Respondent's firm, address, telephone number, name of contact person, date and the subject: REQUEST FOR SUPPLEMENTAL AUDITING SERVICES.

B. **Table of Contents**

Include a clear identification of the material by section and by page number.

C. Cover Letter and Executive Summary

This letter must be signed by an individual who is authorized to negotiate terms, render binding decisions and commit the firm's resources.

Summarize the Respondent's understanding of the work to be done and make a positive commitment to perform the work necessary. This section should summarize the key points of your submittal.

(Limit to two pages.)

D. Firm Overview

Provide a brief history and description of your firm's business organization and its auditing expertise and experience as it relates to the requirements discussed previously. Include the location of offices and the number and types of auditors or other relevant professional staff in each office. Discuss your firm's presence in and commitment to the Commonwealth of Pennsylvania. Include a discussion of the specific expertise and services that distinguish your firm.

E. **Personnel and References**

Provide the names, proposed roles, background and experience, current professional licenses, office location and availability of the personnel that would perform audit services on the Commission's account, and specifically identify the primary person(s) who will be responsible for managing the relationship with the Commission. Respondent must submit a current resume for all proposed audit staff listing relevant experience and applicable professional affiliations. Provide a list of five references of clients for which your firm has performed similar work within the past three years.

F. Relevant Expertise and Experience

Provide a narrative statement regarding your auditing expertise and experience as it relates to Section I-5 of this RFQ. Additionally include a statement regarding your understanding of the requirements as outlined in this RFQ and your ability to provide supplemental auditing services in accordance with the same.

Describe your firm's experience in providing auditing services to other clients, especially other governmental entities and/or similar public/private sector transportation organizations. Describe the business practices that enable you to complete these tasks in an efficient, timely and, at times, expeditious manner.

Include a statement regarding any other specialized auditing services your firm may offer.

PART III

CRITERIA FOR SELECTION

III-1. Mandatory Responsiveness Requirements. To be eligible for inclusion in a pool of firms, the Statement of Qualifications shall be (a) timely received from a Respondent; and (b) properly signed by the Respondent.

III-2. Statements of Qualifications Evaluation. Statements of Qualifications will be reviewed, evaluated, and rated by a Technical Evaluation Team (TET) of qualified personnel based on the evaluation criteria listed below. The TET will present the evaluations to the Professional Services Procurement Committee (PSPC). The PSPC will review the TET's evaluation and provide the Commission with the firm(s) determined to be highly recommended for this assignment.

The Commission will select to be included in the pool of auditing firms, the most highly qualified firm(s) for the assignment or the firm(s) whose statements of qualification is determined to be most advantageous to the Commission by considering the TET's evaluation and the PSPC's determination as to each firm's rating. In making the PSPC's determination and the Commission's decision, additional selection factors may be considered taking into account the estimated value, scope, complexity and professional nature of the services to be rendered and any other relevant circumstances. Additional selection factors may include, when applicable, the following: geographic location and proximity of the firm, firm's Pennsylvania presence or utilization of Pennsylvania employees for the assignment; equitable distribution of work; diversity inclusion; and any other relevant factors as determined as appropriate by the Commission.

Consideration for inclusion in the pool will only be made to a Proposer determined to be responsive and responsible in accordance with Commonwealth Management Directive 215.9, Contractor Responsibility Program.

III-3. Evaluation Criteria. The following criteria will be used, in order of relative importance from the highest to the lowest, in evaluating each statement of qualifications.

- 1. Overall
 - a. Responsiveness, organization, and clarity of Statement of Qualifications.
 - b. Ability to provide the specialized expertise and experience requested in the RFQ.
 - c. Organization, size and structure of firm.
 - d. Ability to perform audit services in a professional, efficient and timely manner.
- 2. Assigned Personnel
 - a. Qualifications and experience of professional staff, tenure with firm, length of time in the industry and type of experience.
 - b. Responses of references.
 - c. Location and availability to Commission staff.
- 3. Firm Experience
 - a. Length of time in the industry.
 - b. Relevant experience.
 - c. Responses of references.
- 4. Commitment to Diversity. Certification as a DBE, MBE, or WBE Firm, if applicable.

Addendum No. 1

RFQ # 12-10210-3837

SUPPLEMENTAL AUDITING SERVICES

Prospective Respondents: You are hereby notified of the following information in regard to the referenced RFQ:

Following are the answers to questions submitted in response to the above referenced RFQ as of October 12, 2012. All of the questions have been listed verbatim, as received by the Pennsylvania Turnpike Commission.

Questions & Answers

- 1. Please clarify the Cover Letter and Executive Summary section. On page 9 of the RFP, section II.1.C. states that the Cover Letter and Executive Summary be included in this section and that this section be limited to two pages.
 - Does the Commission consider the Executive Summary as a stand-alone document? If so, may the Cover letter be limited to one page and the Executive Summary be limited to two pages? Or, do you prefer the Cover Letter and Executive Summary be a combined document limited to two pages.

Answer: The Cover Letter is an independent document and separate from The Executive Statement. The Executive Statement should be limited to 2 pages.

All other terms, conditions and requirements of the original RFQ dated September 28, 2012 remain unchanged unless modified by this Addendum.

Addendum No. 2

RFQ # 12-10210-3837

SUPPLEMENTAL AUDITING SERVICES

Prospective Respondents: You are hereby notified of the following information in regard to the referenced **RFP**:

REVISION

The response date referenced in Part I-12 of the RFQ has been extended and revised as follows:

I-12. Response. To be considered, Statements of Qualification must be delivered to the Pennsylvania Turnpike Commission's Contracts Administration Department, Attention: Stephanie Newbury, Contracts Administrator, on or before **4:00 p.m., local time, Monday, November 5, 2012**. The Pennsylvania Turnpike Commission is located at 700 South Eisenhower Boulevard, Middletown, PA 17057 (Street address). Our mailing Address is P. O. Box 67676, Harrisburg, PA 17106.

All other terms, conditions and requirements of the original RFQ dated September 28, 2012 remain unchanged unless modified by this Addendum.