

**INVITATION TO QUALIFY
FOR
BOND, UNDERWRITING, DISCLOSURE AND SPECIAL COUNSEL SERVICES**

ISSUING OFFICE

**Pennsylvania Turnpike Commission
Contracts Administration Department**

On behalf of the

Finance and Administration Department

ITQ NUMBER 20-10320-8911

DATE OF ISSUANCE

March 10, 2020

**INVITATION TO QUALIFY FOR
BOND, UNDERWRITING, DISCLOSURE AND SPECIAL COUNSEL SERVICES
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CALENDAR OF EVENTS

ITQ# 20-10320-8911

The Commission reserves the right to make changes or alterations to this schedule as the Commission determines is in its best interest.

Activity	Date	Time
Invitation to Qualify Issued	3/10/2020	N/A
Deadline for Firms to Submit Questions via email to RFP-Q@paturmpike.com	3/26/2020	2:00 PM
Answers to Firms questions posted to the Commission website at https://www.paturmpike.com/Procurement/Bidlist.aspx?RTYPE=O (<i>Estimate Only</i>)	3/31/2020	N/A
Due Date for Statements of Qualifications	4/14/2020	2:00 PM
Oral Clarifications/Presentations (<i>If necessary</i>)	TBD	TBD
Anticipated Establishment of Pools (<i>Estimate Only</i>)	October 2020	N/A

PART I

GENERAL INFORMATION

I-1. Purpose. The Pennsylvania Turnpike Commission (Commission) seeks to retain the services of one or more legal (firms) experienced in municipal bond financings to provide Bond, Underwriting, Disclosure and Special Counsel Services. Through this Invitation to Qualify (ITQ) process, the Commission seeks to establish a pool or pools of qualified firms, who will be available to serve the Commission as Counsel on bond issuances as needed from time to time. Please note that inclusion in the pool(s) does not guarantee or provide assurances that a specific firm will be selected to serve as counsel on a Commission public finance transaction. There should be no expectation of a rotation of firms providing Legal services to the Commission and the Commission reserves the right to include or exclude any firm in its counsel pool(s) or to include or exclude any firms from any Commission public finance transaction.

This ITQ provides interested firms with sufficient information to enable them to prepare and submit statements of qualifications for consideration by the Commission to satisfy a need for Bond, Underwriting, Disclosure and Special Counsel Services. Firms wishing to be considered for inclusion in the pool(s) should respond to this ITQ in all respects. Firms should identify whether they wish to be considered for qualification as lead counsel, counsel and/or co-counsel. The Commission reserves the right, in its sole discretion, to select a firm to serve as lead counsel, counsel or co-counsel.

The Commission also reserves the right to retain a law firm(s) to serve as Counsel which is not included in the pool(s). Such selection may be based on the public finance transaction's complexity, size and such other factors as the Commission deems, in its sole discretion, relevant to a particular financing.

Note following the creation of the pool(s), the Commission reserves the right, in its sole and absolute discretion, to add or remove firms from the pool(s) at any time. The Commission also reserves the right, in its sole and absolute discretion, to select Counsel from any pool(s) or from outside the pool(s) to serve as Counsel on a Commission public finance transaction.

I-2. Background.

A. The Turnpike System

The present system is composed 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 48 mile section of the Mon/Fayette Project, and the first 6-mile section 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 and the Southern Beltway Expressway will extend 32 miles from Interstate Route 376 near the Greater Pittsburgh International Airport to the Mon/Fayette Expressway near Finleyville.

The Pennsylvania Turnpike System has a total of 79 interchanges which connect it with major arteries and population centers in its 552-mile traffic corridor. Thirty-two of the interchanges are located on the Turnpike Mainline, 11 interchanges are situated on the Northeast Extension, and 36 interchanges on the western extensions. The Turnpike system contains 68 toll plazas which are predominantly at the interchanges, with 14 barrier tolling points. There are 17 service plazas along the Pennsylvania Turnpike System providing gasoline and diesel fuel, other automotive supplies and services, and restaurant services.

B. Financial Condition and Outlook

As of January 31, 2020, the Commission had over \$13.8 billion in long-term debt, issued under four separate indentures. Outstanding debt and debt ratings are as follows:

	<u>Outstanding Debt</u> \$(000s)	<u>Ratings (M,S&P,F)</u>
Mainline Senior Revenue	\$5,743,275	A1, A, A+,
Mainline Subord. Revenue	\$5,709,258	A3, A-, A-,
Motor License Fund	\$993,240	A2 ,NR,AA-
Oil Franchise Tax Revenue	\$1,037,752	Aa3, AA, AA (Sr.); A2, A+, A+ (Sub.)
Registration Fee Revenue	\$359,825	Aa3, A, AA-

Toll revenue for the fiscal year ended May 31, 2019 exceeded \$1,327 million and is expected to increase in FY 2020 due to toll increases that were implemented in January 2019 and 2020. Preliminary and unaudited estimates indicate FY 2020 toll revenues of approximately \$734 million for the first 6 months of the fiscal year. The Commission also receives revenue annually from the Commonwealth from oil company franchise taxes and motor license registration fees totaling approximately \$150 million.

C. Capital and Financing Plan

The Commission prepares a ten-year capital plan and financing plan which shows anticipated funding sources, including Commission funds and revenue bonds. The capital plan currently addresses projects estimated at approximately \$5.944 billion scheduled for construction through fiscal year 2029.

D. Enabling Statutes

On July 18, 2007, Pennsylvania Governor Edward G. Rendell signed Act 44 into law, creating a “public-public partnership” between the Commission and PennDOT to provide funding for roads, bridges, and transit throughout the Commonwealth, thus greatly expanding the Commission’s previous focus on operating and improving the Turnpike. Under Act 44, a Lease and Funding Agreement was entered into between the Commission and PennDOT. The Funding Agreement contains certain provisions dealing with various items including, among other things, the payment by the Commission of annual payments to PennDOT, and the issuance of special revenue bonds by the Commission.

Act 44 and the Funding Agreement require the Commission to submit an annual financial plan to the Secretary of the Budget on or before June 1 of each year that describes the Commission's operating and capital expenditures, borrowings, liquidity and other financial management covenants and policies, estimated toll rates and all other revenues and expenditures for the ensuing fiscal year. Act 44 provides that the financial plan shall demonstrate that the operation of the Commission can reasonably be expected to generate sufficient funds to make payments to PennDOT pursuant to the Funding Agreement and Act 44 during the ensuing and future fiscal years. The most recent Act 44 Financial Plan can be found at www.paturnpike.com under the Financial/Planning-Investor Relations link.

On November 25, 2013, Act 89 was enacted to provide substantial additional and sustained investment in the Commonwealth's aging transportation infrastructure. Act 89 also enacted substantial revisions to the Commission's transportation funding obligations under Act 44 and authorized the Commission and PennDOT to immediately amend the Act 44 Funding Agreement to reflect the statutory provisions of Act 89. The Commission and PennDOT have executed an amendment to the Act 44 Funding Agreement (the "*Act 89 Amendment*" and together with the Act 44 Funding Agreement, the "*Amended Funding Agreement*"). The Amended Funding Agreement will terminate on October 14, 2057.

I-3. Issuing Office. This ITQ is issued for the Commission by the Contracts Administration Department on behalf of the Finance and Administration Department. All questions regarding this ITQ 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 ITQ contains instructions governing the statements of qualifications 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 law firms for the purpose of creating a pool or pools of potential firms to serve as bond, underwriter's, disclosure, and special counsel from which the Commission may select for individual public finance transactions. Such selection may be made with or without the issuance of a subsequent Invitation to Qualify with respect to a specific public finance transaction.

The Commission reserves the right to select firms as bond counsel, co-bond counsel, disclosure counsel underwriter's or special counsel that are not in a particular pool – such selection may be based on proprietary products, ideas presented to the Commission, transaction size and such other factors as the Commission deems relevant to a particular public finance transaction. The Commission intends to select those firms that best meet the Commission's selection criteria, as identified in Section III-3 of this ITQ. Note that following the creation of the pool(s), the Commission reserves the right, in its sole and absolute discretion, to add or remove firms from the pool(s), to move firms among pool(s), to select firms from any pool(s), or to select firms from outside any pool(s) at any time as circumstances may arise or warrant on each public finance transaction.

B. Requested Services

The scope of services as bond, special, underwriters, and/or disclosure counsel for Commission's public finance transactions may include, but not be limited to, the following:

1. Rendering the bond counsel opinion regarding the validity and binding effect of the bonds, the source of payment and security for the bonds, and the excludability of interest on the bonds from gross income for federal income tax purposes and/or state income tax purposes.
2. Examining applicable laws, preparing authorizing documents, consulting with parties to the transactions, reviewing proceedings, and performing additional duties as necessary to render the opinion(s).
3. Providing continuing advice regarding any actions necessary to ensure interest on the bonds will continue to be tax-exempt.
4. Review tax issues including arbitrage regulations and compliance and to prepare form 8038G or other similar IRS forms or questionnaires necessary to complete a public finance transaction.
5. Preparation and review of documents necessary or appropriate to the authorization, issuance, sale and deliver of the bonds, coordination of the authorization and execution of these documents, and review and, where appropriate, drafting enabling resolutions.
6. Assisting the Commission in seeking from other governmental authorities any approvals, permissions, and exemptions necessary or appropriate in connection with the authorization, issuance, sale or delivery of the bonds.
7. Reviewing legal issues relating to the structure of the public finance transaction.
8. Reviewing or preparing those sections of the offering documents to be disseminated in connection with the sale of the bonds that relate to the bonds, financing documents, bond counsel opinion, and tax exemption.
9. Participating, when requested, in activities associated with presenting information to rating agencies, potential investors and/or credit enhancement providers relating to legal issues affecting a public finance transaction.
10. Reviewing or preparing the bond purchase contract for a public finance transaction.
11. Preparing the appropriate supplements to Commission Indentures as necessary to complete a public finance transaction.
12. Offering continuing legal advice, as needed, on issues related to the sale and the trustee administration of Commission obligations.
13. Provide other legal opinions as required.
14. Participating in meetings, as requested, relating to a public finance transaction.
15. Keeping the Commission informed of rulings issued by federal or state regulatory agencies, such as the U.S. Securities Exchange Commission and Municipal Securities Rulemaking Board, which impact or may potentially impact a Commission public finance transaction.
16. Preparing the preliminary and final official statements.
17. Preparing the disclosure on the Commission, known as Appendix A, to the preliminary and final official statements for use in all offering documents for a public finance transaction to be issued by the Commission.
18. Providing a "10b-5 Opinion" with respect to the preliminary and final official statements.
19. Providing disclosure updates and information to the Commission as it may become available to the public finance market.
20. Additional duties as may be required for specific public finance transactions.

I-6. Contractor Integrity Provisions. Contractor Integrity Provisions will apply to this contract upon award and the awarded vendor may be required to complete a Background Qualifications Questionnaire prior to entering into an Agreement with the Commission and attend annual ethics training provided by the Commission. Respondents can find the Integrity Provisions and other related documents on the Commissions website at www.paturnpike.com (Doing Business, General Information, Integrity Provisions).

Include full disclosure of any potential conflict with the State Adverse Interest Act, 71 P.S. § 776.3, for a State Advisor or State Consultant by the prime or any subconsultant. If there is no adverse interest, you shall include the following statement: "I have reviewed the State Adverse Interest Act and determined that there is no adverse interest for anyone on this Agreement team." This information should be included in your transmittal letter/cover page or executive summary.

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

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

I-9. Incurring Costs. The Commission is not liable for any costs incurred by Respondents in their preparation and submission of Statements of Qualifications, in participating in the ITQ process or in anticipation of award of Bond Counsel opportunities.

I-10. Questions and Answers. Written questions may be submitted to clarify any points in the ITQ which may not have been clearly understood. Written questions should be submitted via email to RFP-Q@paturnpike.com with **ITQ# 20-10320-8911** in the subject line to be received no later than the date and time provided on the Calendar of Events. Respondents shall use the form provided in Appendix A to submit the questions. All questions and written answers will be posted to the website as an addendum to and become part of this ITQ. No questions regarding the ITQ will be addressed except through this process.

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

The Commission may revise a published advertisement. If the Commission revises a published advertisement less than ten days before the ITQ 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 Statement of Qualifications complies with any changes in the published advertisement.

I-12. Response. To be considered, Statement of Qualifications must be delivered to the Pennsylvania Turnpike Commission's Contracts Administration Department, Attention: Wanda Metzger, on or before the date and time provided on the Calendar of Events. The Commission will **not** accept proposals via email or facsimile transmission. 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 the Contracts Administration Department by the above listed time for submission. Respondents mailing submissions should allow sufficient delivery time to ensure timely receipt of their Statements of Qualifications. If the Commission office location to which submissions are to be delivered is closed on the Statement of Qualifications 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 Respondents are otherwise notified by the Commission, the time for submission of Statements of Qualifications shall remain the same.

I-13. Statements of Qualifications. To be considered, Respondents should submit a complete response to this ITQ, using the format provided in PART II. Each Statement of Qualifications should be submitted in four (4) hard copies of the Technical Submittal, and four (4) hard copies of the Diverse Business (DB) participation submittal. In addition to the hard copies of the Statements of Qualifications, **two complete and exact copies** of the Statement of Qualifications (along with all requested documents) on CD-ROM or Flash Drive in Microsoft Office or Microsoft Office-compatible format. The electronic copy must be a mirror image of the hard copy. The CD or Flash drive should clearly identify the Respondents and include the name and version number of the virus scanning software that was used to scan the CD or Flash drive before it was submitted. The Respondent shall present the Statements of Qualifications to the Contracts Administration Department only. No other distribution of Statements of Qualifications will be made by the Respondent. Each Statement of Qualifications page should be numbered for ease of reference.

An official authorized to bind the Respondent to its Statement of Qualifications must sign the Statement of Qualifications. If the official signs the Statement of Qualifications Cover Sheet (Appendix B to this ITQ) and the Statement of Qualifications Cover Sheet is attached to the Statements of Qualifications, the requirement will be met. For this ITQ, the Statements of Qualifications must remain valid for at least 120 days. Moreover, the contents of the Statement of Qualifications of the selected Respondent will become contractual obligations if a contract is entered into.

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

Overnight Delivery Address:

Contracts Administration Department
Attn: Wanda Metzger
PA Turnpike Commission
700 South Eisenhower Blvd.
Middletown, PA 17057
Phone: (717) 831-7429

US Mail Delivery Address:

Contracts Administration Department
Attn: Wanda Metzger
PA Turnpike Commission
P.O. Box 67676
Harrisburg, PA 17106

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. Statements 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 Statements of Qualifications, but only if the

withdrawal is made prior to the exact hour and date set for Statements of Qualifications receipt. Statements of Qualifications may only be modified by the submission of a newly sealed Statements 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 ITQ. The body of the proposal shall not exceed twenty (20) pages of 12-point type, excluding appendices.

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

I-16. Statements 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:

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

Trade secret: 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; **and** (2) 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 www.openrecords.state.pa.us.

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. Respondents shall not issue news releases, internet postings, advertisements or any other public communications pertaining to this ITQ without prior written approval of the Issuing Office, and then only in coordination with the Issuing Office.

I-19. Term of Appointment. The Commission intends that the pool or pools established pursuant to this request will remain in effect for three (3) years with an option of one-year extensions until such time that the Commission chooses to dissolve and/or reconstitute the pool or pools.

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 Statement of Qualifications 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 ITQ.

I-21. Indemnification. The Respondent shall be responsible for, and shall indemnify, defend, and hold harmless the Commission and its Commissioners, officers, employees, and agents from any claim, liability, damages, losses, causes of action, and expenses, including reasonable attorneys' fees, arising from damage to life or bodily injury or real or tangible personal property caused by the negligence or other tortious acts, errors, and omissions of Respondent, its employees, or its subcontractors while engaged in performing the work of the Agreement or while present on the Commission's premises, and for breach of the Agreement regarding the use or disclosure of proprietary and confidential information where it is determined that Respondent is responsible for any use of such information not permitted by the Agreement. The indemnification obligation shall not be limited in any way by any limitation on the amount or type of damages, compensation or benefits payable by or for Respondent or its subcontractors under Workers' Compensation Acts, Disability Benefits Acts, or other Employee Benefit Act.

I-22. Data/Information Security Breach Notification. "Breach" shall mean any successful unauthorized acquisition, access, use, or disclosure of Commission data that compromises the security or privacy of such data.

"Commission Data" means Commission provided information and Commission related information acquired as a result of the services provided to Commission under this Agreement.

Respondent shall report to the Commission any Breach affecting Commission Data. The notice to be provided to the Commission by Respondent shall be provided without unreasonable delay and no later than within 72 hours of Respondent's discovery of any Breach. A Breach shall be deemed to be discovered on the first day on which the Respondent knows or reasonably should have known of the Breach. The notice to be provided to the Commission by Respondent shall be made in writing to the Commission's Information Security Officer and shall include the following content: (1) the nature of the Breach; (2) the specific Commission Data affected by the Breach; (3) the steps the Respondent is taking to remediate the Breach; and (4) steps the Respondent is taking to mitigate future Breaches. Following notification of the Breach, Respondent shall cooperate with the Commission's investigation of the Breach and provide any other information regarding the Breach or the Commission Data affected which the Commission may

reasonably request. Should notice to individuals whose information was part of Commission Data be required under any applicable data privacy law, including, but not limited to, individual state data breach notice laws or federal laws such as HIPAA and Gramm Leach Bliley Act, Respondent shall provide the Commission with copies of any template notification letters and draft regulatory correspondence for Commission's prior approval. Respondent shall provide any notifications required under the applicable data privacy laws on behalf of the Commission at the request of Commission. The Commission reserves the right to handle any notifications required and shall notify Respondent if the Commission will be handling the required notifications. Upon request, Respondent shall provide the Commission with its cyber-security policies and procedures. Respondent agrees to reimburse the Commission for any and all reasonable costs associated with the Commission's response to Respondent's Breach, including any fees associated with the Commission's investigation of Respondent's Breach, notification costs, and any reasonable offer of credit or identity monitoring product.

I-23. Security Requirements. Respondent will comply with the Security Requirements are described in Appendix C – Security Requirements.

I-24. Insurance. Respondent will comply with the Insurance requirements as described in Appendix D - Insurance Specification.

I-25. Diverse Business (DB) Requirements. Respondent will comply with the DB Requirements as described in Appendix E – Diverse Business (DB) Requirements.

PART II

INFORMATION REQUIRED FROM RESPONDENTS

Statements of Qualifications 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 ITQ. 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.

Each Statement of Qualifications shall consist of two separately sealed submittals:

1. Technical Submittal, which shall be a response to ITQ **Part II, Sections II-1 A through G;**
2. Diverse Business Participation Submittal, in response to ITQ **Part II, Section II-2;** and

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 ITQ.

II-1. Required Information

- A. Statement of Qualifications Cover Sheet (See Appendix A)**
Show the name of your firm, Federal I.D. number, address, name of contact person, contact person's email and telephone number date and the subject: Bond, Underwriting, Disclosure and Special Counsel Services, ITQ 20-10320-8911. Appendix A must be signed by an individual who is authorized to negotiate terms, render binding decisions and commit your firm's resources. In addition, it is required that all information requested in Appendix A be provided including information pertaining to location of office performing the work, contact information, listing of all Pennsylvania offices and total number of Pennsylvania employees, and location of company headquarters.
- B. Table of Contents**
Include a clear identification of the material by section and by page number.
- C. Executive Summary**
Summarize your 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.) *Include in this section or in a transmittal letter/cover page a statement regarding full disclosure of any potential conflict with the State Adverse Interest of State Advisor or Consultant Statute as instructed in Proposal Section 1.6 Contractor Integrity Provisions.*
- D. Firm Overview**
Provide a brief history and description of your firm's business organization and its public finance practice, experience and capabilities. Include the location of offices and the number of public finance professionals 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. Include a discussion of the specific

expertise and services that distinguish your firm on questions relating to, but not limited to, arbitrage, securities law, municipal finance, tax law, and the federal or state tax exempt status of bonds.

E. Personnel

1. Provide the names, proposed roles, background and experience, office location and availability of the personnel that would work 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 Bond, Underwriting, Disclosure and Special Counsel Services listing relevant experience and applicable professional affiliations. In a narrative statement, confirm that the law firm is listed in the "Municipal Bond Attorneys" section of the most recent edition of *The Bond Buyers Municipal Marketplace*.
2. Confirm that at least one member of the law firm's public finance transaction team is admitted to practice law before the Supreme Court of Pennsylvania and is a member in good standing.
3. Identify the key members of the firm's bond team including but not limited to the lead attorney, tax partner and municipal securities partner and where they are admitted to practice. A copy of each bond team member's resume should be provided.
4. Describe the firm and bond team member's ability to evaluate legal issues, prepare documents and complete other tasks associated with a public finance transaction in an efficient, timely and, at times, expeditious manner.

F. Relevant Experience and References

Provide a narrative statement regarding your understanding of and ability to provide services related to the issues of municipal bonds including but not limited to serving as bond, special, underwriter's and disclosure counsel.

Describe your firm's experience and role as counsel and co-counsel with financings of organizations like the Commission or comparable issues, and financings of similar size, types and structures, including other financings in Pennsylvania.

In narrative form describe the following:

1. Your firm's experience as Counsel for governmental entities in Pennsylvania and for other state governments and state level issuers, if any.
2. Include your firm's experience in handling taxable and non-taxable issues.
3. Provide the number of attorneys that are experts in Internal Revenue Code Section 103 matters and if those attorneys are based in Pennsylvania.
4. Provide your firm's knowledge and understanding of the Commonwealth of Pennsylvania's Act 44 of 2007 and Act 89 of 2013 as they relate to the Commission.
5. Provide your firm's experience with debt and/or escrow restructuring.

6. Provide your firm's experience as counsel for other toll road and toll bridge financings.
7. Provide your firm's experience with Continuing Disclosure issues.
8. Provide your firm's experience with interest rate management agreements and other forms of derivatives.
9. Provide your firm's experience with assisting municipal issuers with compliance to various Dodd-Frank Provisions.
10. Provide your firm's experience with traditional and alternative short-term financing instruments.
11. Please describe your firm's experience with and its approach to applicable federal securities laws and regulations.
12. Please describe your firm's experience in tax matters and the provision of specialized tax advice beyond normal bond counsel services, if any. Identify those attorneys that practice full time in the area of public finance tax law.
13. Provide a list of three references of clients for which your firm has performed similar work, as described in this ITQ, within the past three years. Studies or projects referred to should be identified and the name of the customer shown, including the name, address, and telephone number of the responsible official of the customer, company, or agency who may be contacted.
14. Include a statement regarding any other specialized (type of Service requested in this ITQ) services your firm may offer.

G. Potential Conflict of Interest

Identify any potential conflict known by your firm and discuss how, if selected, your firm would address any concerns raised by such potential conflict. If your firm is selected as Counsel for a transaction, your firm must notify the Commission when you enter into any new contracts or relationships which may present a conflict of interest.

II-2. Diverse Business (DB) Requirements (Appendix E).

The Commission's Diverse Business (DB) Requirements are identified in Appendix E. There is no minimum participation level (MPL) for DBs established for this contract. However, the utilization of DBs is encouraged and will be considered as a criterion in the evaluation of proposals and in the evaluation for any work performed. In your Diverse Business Participation Submittal in response to this ITQ, provide information that identifies DB firms and the roles you anticipate for potential assignments. In addition, provide a commitment to making Good Faith Efforts as defined Appendix E, and provide your firm's approach to utilizing DBs for Work Order opportunities. In addition, include in its DB participation submittal that it meets the requirements set forth in the Commission's DB Requirements - Appendix E. In particular, the proposer shall address the section of the DB Requirements labeled, "Actions Required by Proposer during the procurement/consultant selection phase".

PART III

CRITERIA FOR SELECTION

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

III-2. Statements of Qualification will be reviewed and evaluated by a Technical Evaluation Team (TET) of qualified personnel selected by the Commission. The TET will recommend for selection those firms that most closely meet the requirements of the ITQ and satisfy Commission needs. Consideration for inclusion in the pool(s) will only be made to Respondents determined to be responsive and responsible in accordance with Commonwealth of Management Directive 215.9, Contractor Responsibility Program.

III-3. 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. Knowledge and experience in municipal securities and tax law.
 - c. Adequate resources dedicated to tax securities and municipal bond transactions.
 - d. Presence in and commitment to the Commonwealth of Pennsylvania.
 - e. Organization, size and structure of firm.
 - f. Ability to perform tasks in an efficient, timely and, at times, expeditious manner.
2. Assigned Personnel
 - a. Qualifications and experience as Counsel for taxable and tax-exempt bond and note financings.
 - b. Tenure with firm, length of time in the industry and type of experience in municipal financings.
 - 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. Diverse Business (DB) Requirements. This refers to the inclusion of and approach to utilizing DB firms, as described in Part II-2. Diverse Business participation will also be considered in the evaluation of responses to opportunities following the selection of pool(s) lists.

Proposer Questions		Pennsylvania Turnpike Commission (PTC)			
Proposer Name:					
#	Page	Section	Section Description	Proposer Question	Commission Response
1.					
2.					
3.					
4.					
5.					
6.					
7.					
8.					

APPENDIX B – STATEMENT OF QUALIFICATIONS COVER SHEET
Pennsylvania Turnpike Commission
Bond, Underwriting, Disclosure and Special Counsel

ITQ# 20-10320-8911

Enclosed is the statement of qualifications submission for the Respondent identified below for the above referenced ITQ:

Proposer Information:	
Respondent Name	
Respondent Mailing Address	
Respondent Website	
Respondent Contact Person/Title	
Contact Person's Phone Number	
Contact Person's Fax Number	
Contact Person's Email Address	
Respondent Federal ID Number	
Location of Headquarters	
Location of Office(s) Performing the Work	
Listing of all Pennsylvania Offices and Total Number of Pennsylvania Employees	

Submittals Enclosed:

<input type="checkbox"/> Statement of Qualifications Submittal
Signature
Signature of an official authorized to bind the Respondent to the provisions contained in the Respondent's submission: _____
Print Name
Title

An official authorized to bind the Respondent to its provisions must sign the Statement of Qualifications. If the official signs this Statement of Qualifications Cover Sheet and the Statement of Qualifications Cover Sheet is attached to the Statement of Qualifications, the requirement will be met.



**APPENDIX C – ITQ 20-10320-8911
COMMISSION SECURITY REQUIREMENTS
Revised: 06/01/19**

General Security Requirements

Vendor shall supply all hosting equipment (hardware and software) required for performance of the contract and ensure maintenance and replacement as necessary to maintain compliance with the Service Level Agreement(s).
The vendor shall warrant all system/software to be delivered free of malware or other malicious or destructive code.
In the event of adverse risk findings through an audit or assessment, the vendor shall cooperate with the Commission in remediating any risks to the system, including complying with requests to temporarily take the system offline or otherwise limit access to the system during remediation if warranted.
Vendors must have a plan for compliance with all applicable breach notification laws, including Pennsylvania’s Breach of Personal Information Notification.
The Commission must be notified in writing within 72 hours of the earliest indication or report of a potential breach or unintended disclosure of confidential information.
Incident response actions that may affect confidential information must be conducted quickly and with ample resources. Vendor must hire a professional third-party incident response team if its inhouse resources do not have sufficient skill or availability.
The Commission shall have the right to view all incident response evidence, reports, communications, and related materials, affecting Commission systems, upon request.
If requested by the Commission, or if required by law, the vendor, at its own cost and expense, shall notify in writing all persons affected by the incident.
The vendor is responsible for hardening all devices to run only the services required to support the application. All unnecessary services must be disabled (for example, UPnP, SLP, etc.).
If Commission user service disruptions are expected, the change must be approved by the Change Review Board (CRB) before implementation.
No generic user accounts for shared resources will be permitted.
Audit logs must be implemented for all systems. All actual or attempted violations of system security must generate an audit log. Audit logs must be secured against unauthorized access or modification.
All account credentials (username/password) must be encrypted during transmission.
All administrator account passwords and SNMP community strings must be changed from the manufacturer’s default values to a hardened value.



**APPENDIX C – ITQ 20-10320-8911
COMMISSION SECURITY REQUIREMENTS
Revised: 06/01/19**

Hosted/Cloud-Based Security Requirements

The Commission’s data must be located and remain within the continental United States.
Vendor shall use commercially reasonable resources and efforts to maintain adequate internet connection bandwidth, service capacity, and ensure its data center and/or other vendors performing subcontracted services have industry standard physical, technical, human, and administrative controls.
Vendor shall house all services and equipment in an operational environment that meets industry standards including climate control, fire and safety hazard detection, redundancy, electrical needs, and physical security.
If Commission employee access is required, then the latest version of ADFS (Active Directory Federated Services), using the latest version of SAML, must be used for authentication and authorization, and the Identity Source must be either the Commission’s on-premise ADFS installation or the Commission’s Azure AD instance.
When SAML authentication is used for cloud-hosted systems, the vendor must use Provider-side Initiated authentication.
All cloud-based/hosted systems using HTTPS, or any other protocol using SSL/TLS, must use TLS 1.2 or later with a key size no smaller than 2048 bits.
For public-facing systems, the vendor shall utilize a third-party certificate provider who is a recognized and trusted authority in the industry.
The vendor is responsible for sending the Commission system/network vulnerability scan results upon request.
The vendor will supply firewall and IPS logs for malicious intrusion and access attempts into hosted Commission systems upon request.
Vendors must have, and upon request by the Commission, shall provide copies of its information security policies that cover the following elements: <ul style="list-style-type: none"> - Data classification and privacy - Security training and awareness - Systems administration, patching, and configuration - Application development and code review - Incident response - Workstation management, mobile devices, and antivirus - Backups, disaster recovery, and business continuity - Regular audits and testing - Requirements for third-party business partners and contractors - Compliance with information security or privacy laws, regulations, or standards
The vendor shall allow the Commission, or an agreed upon third party, to perform security assessments, vulnerability assessments, or audits of systems that contain Commission data.
For systems hosted off the Commission’s network, an industry-accepted endpoint protection solution must be operated on all hosting servers.



APPENDIX C – ITQ 20-10320-8911
COMMISSION SECURITY REQUIREMENTS
Revised: 06/01/19

On-Prem/Physically-Connected Security Requirements

The Commission’s IT Security Team must be allowed to scan, for security vulnerabilities, any new equipment and/or changes to existing equipment before implementation.
The Commission’s IT Security team must be given administrator-level access to all installed equipment for incident response and security assessment.
All Microsoft Windows-based systems, connected to the Commission’s network, will be joined to the Commission’s Active Directory domain and will be patched by the Commission’s IT staff on a monthly-basis at a minimum.
The vendor is responsible for updating all non-Windows systems, not operated or administered by the Commission, to the vendors’ latest recommended level.
If remote access is needed, the vendor must use HorizonView. If using VPN for remote access, a Commission owned, and managed device is required.
If local connectivity to the Commission’s network is needed, a Commission-owned and managed device is required. Vendor-owned devices are not permitted to be connected to the network.
The vendor’s system/software must co-exist with all industry accepted endpoint software with no exceptions.
The vendor must provide the necessary directory and file exclusions to allow the system/software to operate as intended.

The Respondents will be required to provide evidence of Professional Liability Insurance with minimum limits of liability of \$2,000,000 per claim/\$2,000,000 aggregate and any other insurance applicable to the services being provided by the Invitation to Qualify (ITQ).

APPENDIX E – ITQ 20-10320-8911
Pennsylvania Turnpike Commission
DIVERSE BUSINESS (DB) REQUIREMENTS

Diverse Business Participation. The Commission is committed to Diverse Business (DB) participation on competitive contracting opportunities. Firms or entities that have not previously performed work or provided services to the Commission are encouraged to respond to the solicitations. RFPs may include DB participation as part of the criteria for the evaluation of proposals, and the Commission may consider DB participation as a selection factor.

Minimum Participation Level (MPL). The minimum participation level (MPL) for the inclusion of DBs will be established in the RFP/advertisement as a percentage.

(a) General Requirements. Section 303 of Title 74 of the Pennsylvania Consolidated Statutes, 74 Pa.C.S. § 303, requires proposer on contracts funded pursuant to the provisions of Title 74 (Transportation) and 75 (Vehicle Code) administered and issued by the Commission to make Good Faith Efforts to solicit subconsultants that are Diverse Businesses (DBs) as defined in Section 303. The DB requirements of Section 303 apply to this contract.

Section 303 requires proposers to make Good Faith Efforts, as described below, to solicit subconsultants that are DBs during the proposal process to maximize participation of DBs in competitive contracting opportunities.

The Commission is committed to participation by DBs and will enforce the requirements of Section 303 and this section. Failure to make Good Faith Efforts and demonstrate such Good Faith Efforts in the solicitation of subconsultants may result in the proposer being declared ineligible for the contract.

Proposers shall document and submit to the Commission all Good Faith Efforts, as described in this section, to solicit subconsultants that are DBs during the solicitation process.

Proposers are encouraged to utilize and give consideration to consultants offering to utilize DBs in the selection and award of contracts.

Proposers shall not discriminate on the basis of gender, race, creed or color in the award and performance of contracts in accordance with 62 Pa.C.S. §3701.

Failure to comply with the requirements of Section 303 or this specification may result in the imposition of sanctions as appropriate under section 531 of the Procurement Code, 62 Pa.C.S. § 531 relating to debarment and suspension.

The Commission's Director of the Office of Diversity and Inclusion, or designee, is designated the Responsible Official who shall supervise the DB program and ensure that the Commission complies with the DB program.

(b) Definitions. The following definitions apply to terms used in this specification:

1. Disadvantaged Business – A business that is owned or controlled by a majority of persons, not limited to members of minority groups, who are subject to racial, social, ethnic prejudice or cultural bias.

2. Diverse Business – A disadvantaged business, minority-owned or women-owned business or service-disabled veteran-owned or veteran-owned small business that has been certified by a third-party certifying organization.

3. Minority-owned Business – A business owned and controlled by a majority of individuals who are African Americans, Hispanic Americans, Native Americans, Asian Americans, Alaskans or Pacific Islanders.

4. Professional Services – An industry of infrequent, technical or unique functions performed by independent contractors or consultants whose occupation is the rendering of the services, including: (1) design professional services as defined in 62 Pa.C.S. § 901 (relating to definitions); (2) legal services; (3) advertising or public relations services; (4) accounting, auditing or actuarial services; (5) security consultant services; (6) computer and information technology services; and (7) insurance underwriting services.

5. Pro Forma Effort-The act of completing a form or document identifying efforts to solicit DBs for a project in order to satisfy criteria with little or no expectation that the DBs contacted or identified will perform any of the work.

6. Service-Disabled Veteran-Owned Small Business – A business in the United States which is independently owned and controlled by a service-disabled veteran(s), not dominant in its field of operation, and employs 100 or fewer employees.

7. Subconsultant- Any individual, partnership, firm, or corporation entering into a contract with the prime consultant for work under the contract, including those providing professional and other services.

8. Third-party Certifying Organization – An organization that certifies a small business, minority-owned business, women-owned business or veteran-owned small business as a diverse business. The term includes: (1) the National Minority Supplier Development Council; (2) the Women’s Business Development Enterprise National Council; (3) the Small Business Administration; (4) The Department of Veteran Affairs; (5) the Pennsylvania Unified Certification Program.

9. Veteran-owned Small Business –A small business owned and controlled by a veteran or veterans.

10. Women-Owned Business – A business owned and controlled by a majority of individuals who are women.

(c) Actions Required by Proposer during the procurement/consultant selection phase

1. Submission Requirements – Consultant Responsiveness.

- a. **Minimum Participation Level (MPL) Documentation** - If the documentation submitted with the proposal demonstrates that the proposer has identified DBs sufficient to meet the MPL established for this contract, the proposer will be deemed to have satisfied the DB requirement during this phase. The proposer is required to provide the business name and business address of each DB and supporting documentation that includes proof of certification.

If the consultant’s proposal demonstrates the consultant’s inability to meet the MPL established for this contract, the proposer shall demonstrate Good Faith Efforts with its proposal. Failure to submit the required documentation demonstrating Good Faith Efforts as further described below with the proposal may result in a rejection of the proposal.

- b. If no MPL has been established for this contract, the proposer is required to either provide a statement of intent that it will self-perform 100% of the work for the agreement, or demonstrate Good Faith Efforts to solicit subconsultants that are DBs. In either case documentation shall be provided with the proposal.

Failure to submit the required information identified above with the proposal may result in a rejection of the proposal.

2. Good Faith Effort Requirements: The documentation of Good Faith Efforts must include the business name and business address of each DB considered. Supporting documentation must also include proof of certification and any explanation of Good Faith Efforts the proposer would like the Commission to consider. Any services to be performed by a DB are required to be readily identifiable to the agreement. Good Faith efforts are demonstrated by seeking out DB participation in the project given all relevant circumstances. The Commission requires the proposer to demonstrate more than Pro Forma Efforts. Evidence of Good Faith Efforts includes, but is not limited to:

- a. Consultant solicits through all reasonable and available means the interest of all certified DBs with the capacity to perform the scope of work set forth in the agreement.
- b. The proposer must provide written notification at least 5 business days before proposals are due to allow the DBs to respond to the solicitation.
- c. The proposer must determine with certainty if DBs are interested by taking appropriate steps to follow up initial solicitations.
- d. The proposer must make efforts to select portions of the work to be performed by DBs to include, where appropriate, breaking out contract work into economically feasible units to facilitate DB participation;
- e. It is the proposer's responsibility to make a portion of the work available to DBs and, to select those portions of the work, so as to facilitate DB participation.
- f. The proposer shall provide evidence of such negotiations that include the names, addresses, and telephone numbers of DBs considered; A description of the information provided regarding the required work and services for the work selected for subconsultants; and evidence as to why additional agreements could not be reached for DBs to perform the work.
- g. Proposers cannot reject or withhold solicitation of DBs as being unqualified without sound reasons based on a thorough investigation of their capabilities.
- h. The DB's standing within its industry, membership in specific groups, organizations or associations and political or social affiliations (for example union v. non-union employee status) are not legitimate causes for the rejection or non-solicitation of proposals in the proposer's efforts to meet the Good Faith Efforts requirement.
- i. Efforts to assist interested DBs in obtaining bonding, lines of credit or insurance.

3. Actions Taken by the Commission. As part of the proposal review process, the Commission will review the submissions to determine whether the proposer has complied with Section 303 and this requirement in the selection of DB subconsultants. The Commission will determine whether the proposer has either met the MPL or provided acceptable documentation as noted above. The Commission reserves the right to contact proposers for clarification during the review and negotiation process.

If the Commission determines that the proposer has failed to either meet the MPL or provide acceptable documentation as noted above, the proposal may be rejected.

(d) Consultant Requirements During Performance of Services.

1. Replacement of a DB Subconsultant. Consultant must continue good faith efforts through completion of the contract. The obligation to make Good Faith Efforts to solicit subconsultants for any type of service extends to additional work required for any service which is identified to be performed by a DB. If at any time during the performance of the work, it becomes necessary to replace or add a subconsultant that is a DB, the consultant, as appropriate, shall immediately notify the Commission and seek approval in writing in accordance with the Agreement of the need to replace the DB, which notice shall include the reasons for the replacement. If a prime consultant who originally indicated that it would self-perform all work subsequently decides to use a subconsultant for any work under the contract, the consultant must submit documentation of all Good Faith Efforts as to the work for which a subconsultant is obtained.

2. Records. Maintain project records as are necessary to evaluate DB compliance and as necessary to perform the reporting function addressed below. Maintain all records for a period of 3 years following acceptance of final payment. Make these records available for inspection by the Commission, its designees or agents. These records should indicate:

2.a. The number of DB and non-DB subconsultants and the type of services performed on or incorporated in this project.

2.b. The progress and efforts made in seeking out DB subconsultant organizations and individual DB consultants for work on this project to increase the amount of DB participation and/or to maintain the commitments made at the time of the proposal to DBs.

2.c. Documentation of all correspondence, contacts, telephone calls, and other contacts made to obtain the service of DBs on this project.

3. Reports. Maintain monthly reports and submit reports as required by the Commission concerning those contracts and other business executed with DBs with respect to the records referred to in subsection (e)2. above in such form and manner as prescribed by the Commission. At a minimum, the Reports shall contain the following:

3.a The number of Contracts with DBs noting the type of services provided, including the execution date of each contract.

3.b The amounts paid to each DB during the month, the dates of payment, and the overall amounts paid to date. If no payments are made to a DB during the month, enter a zero (\$0) payment.

3.c Upon request and upon completion of individual DB firm's work, submit paid invoices or a certification attesting to the actual amount paid. In the event the actual amount paid is less than the award amount, a complete explanation of difference is required.

4. Subconsultant Contracts

4.a. Subcontracts with DB firms will not contain provisions waiving legal rights or remedies provided by laws or regulations of the Federal Government or the Commonwealth of Pennsylvania or the Commission through contract provisions or regulations.

4.b. Prime consultant will not impose provisions on DB subconsultants that are more onerous or restrictive than the terms of the prime's contract with non-DBs.

4.c. Executed copies of subcontracts/purchase orders are to be received by the Commission before the commencement of work by the DB.

5. Payments to DB Subconsultants. Payments to DBs are to be made in accordance with the prompt payment requirements of Chapter 39, Subchapter D of the Procurement Code, 62 Pa.C.S. §3931 et seq. Performance of services by a DB subconsultant in accordance with the terms of the contract entitles the subconsultant to payment.

(e) Actions to be Taken by Commission After Performance of Services. Following completion of the Consultant's services, the Director of the Commission's Office of Diversity and Inclusion or his/her designee will review the overall DB participation to assess the Consultant's compliance with Section 303 and this contract. Appropriate sanctions may be imposed under 62 Pa.C.S. § 531 (relating to debarment or suspension) for a Consultant's failure to comply with Section 303 and the requirements of the contract.

Addendum No. 1

RFP # 20-10320-8911

Bond, Underwriting, Disclosure and Special Counsel Services

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

REVISION

1. Replace the Calendar of Events on page 1 of 15 of the RFP (3 of 28 in original RFP PDF file) in its entirety with the following:

Activity	Date	Time
Invitation to Qualify Issued	March 10, 2020	N/A
Deadline for Firms to Submit Questions via email to RFP-Q@paturnpike.com	July 30, 2020	2:00 PM
Answers to Firms questions posted to the Commission website at https://www.paturnpike.com/Procurement/Bidlist.aspx?RTYPE=O (<i>Estimate Only</i>)	August 3, 2020	N/A
Due Date for Statements of Qualifications	August 19, 2020	2:00 PM
Oral Clarifications/Presentations (<i>If necessary</i>)	TBD	TBD
Anticipated Establishment of Pools (<i>Estimate Only</i>)	October 2020	N/A

All other terms, conditions and requirements of the original RFP dated March 10, 2020 remain unchanged unless modified by this Addendum.

Addendum No. 2

RFP # 20-10320-8911

Bond, Underwriting, Disclosure and Special Counsel Services

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

REVISIONS

1. Replace the Calendar of Events on page 1 of 15 of the RFP (3 of 28 in original RFP PDF file) in its entirety with the following:

Activity	Date	Time
Invitation to Qualify Issued	March 10, 2020	N/A
Deadline for Firms to Submit Questions via email to RFP-Q@paturnpike.com	July 30, 2020	2:00 PM
Answers to Firms questions posted to the Commission website at https://www.paturnpike.com/Procurement/Bidlist.aspx?RTYPE=O (<i>Estimate Only</i>)	August 3, 2020	N/A
Due Date for Proposals - Electronic copies of the proposal must be emailed to ITQ20-10320-8911@paturnpike.com before the due date and time shown here. This email address is secure and cannot be accessed by PA Turnpike Commission personnel until the proposal opening date and time.	August 19, 2020	2:00 PM
Oral Clarifications/Presentations (<i>If necessary</i>)	TBD	TBD
Anticipated Establishment of Pools (<i>Estimate Only</i>)	October 2020	N/A

2. Replace Section I-12 Response on page 6 of 15 (page 8 of 28 in original RFP PDF file) in its entirety with the following:

I-12. Response. The PA Turnpike Commission offices will continue to be closed on the due date for Statement of Qualification submissions due to COVID-19 restrictions. Hand-delivery or hard-copy mailing of Statements of Qualifications is not possible at this time. All Statements of Qualifications must be submitted electronically via email to the email address shown in the Calendar of Events. Failure to send the Statement of Qualifications to the correct email address or to include all essential information will be deemed sufficient reason for rejection of the Statement of Qualifications.

Unless the Proposers are otherwise notified by the Commission, the time for submission of proposals shall remain the same.

3. Replace Section I-13 Statement of Qualifications on page 7 of 15 (page 9 of 28 in original RFP PDF file) in its entirety with the following:

I-13. Statements of Qualifications. To be considered, Respondents should submit a complete response to this ITQ, using the format provided in PART II. Each submitted Statement of Qualifications should include a separate file for the Technical Submittal, and the Diverse Business (DB) participation submittal. The Respondent shall present the Statement of Qualifications to the Contracts Administration Department only by using the ITQ email address, ITQ20-10320-8911@paturnpike.com. No other distribution of the Statements of Qualifications will be made by the Respondent. Each Statement of Qualifications page should be numbered for ease of reference.

An official authorized to bind the Respondent to its Statement of Qualifications must sign the Statement of Qualifications. If the official signs the Statement of Qualifications Cover Sheet (Appendix B to this ITQ) and the Statement of Qualifications Cover Sheet is attached to the Statements of Qualifications, the requirement will be met. For this ITQ, the Statements of Qualifications must remain valid for at least 120 days. Moreover, the contents of the Statement of Qualifications of the selected Respondent will become contractual obligations if a contract is entered into.

Each and every Respondent submitting Statements of Qualifications specifically waives any right to withdraw or modify it, except as hereinafter provided. Statements of Qualifications may be withdrawn by written or fax notice to the ITQ20-10320-8911@paturnpike.com mailbox before the exact hour and date specified for proposal receipt.

However, if the Respondent chooses to attempt to provide such written notice by email transmission, the Commission shall not be responsible or liable for errors in email transmission. Statements of Qualifications may only be modified by the submission of a newly sealed Statements of Qualifications or submission of a sealed modification which complies with the requirements of this solicitation.

QUESTIONS AND ANSWERS

Following are the answers to questions submitted in response to the above referenced RFP as of July 30, 2020. All of the questions have been listed verbatim, as received by the Pennsylvania Turnpike Commission.

Proposer Questions			Pennsylvania Turnpike Commission (PTC)		
#	Page	Section	Section Description	Proposer Question	Commission Response
1.				Will there be a separate RFQ for the investment banking/ underwriting portion of future Pennsylvania Turnpike Commission?	An ITQ for Underwriting Services is currently advertised on the Commissions website. https://www.paturnpike.com/procurement/Bidlist.aspx?rtype=o
2.				For ITQ# 20-10320-8911- will the Pennsylvania Turnpike Commission be allowing for an electronic submission of ITQ responses in lieu of the hard copies and flash drive/cd required in the original ITQ due to current Covid-19 workplace restrictions?	See Revision #1, #2 and #3 above.
3.				With respect to the above referenced RFP, I wanted to confirm that the hard copy submission requirements remain the same or see if, due to various restrictions with the current pandemic, electronic submissions will be accepted instead. Thank you.	See Revision #1, #2 and #3 above.

All other terms, conditions and requirements of the original RFP dated March 10, 2020 and Addendum 1 remain unchanged unless modified by this Addendum.