

November 4, 2015

SUBJECT: REQUEST FOR PROPOSALS FOR PERFORMANCE OF EXPERT PROFESSIONAL EXECUTIVE STAFF RECRUITMENT SERVICES (RFP #44302)

Dear Sir or Madam:

The Port Authority of New York and New Jersey, hereinafter referred to as the “Port Authority,” is seeking Proposals in response to this Request for Proposals (RFP) for a Consultant to provide expert professional services pertaining to a search for a Chief Ethics & Compliance Officer, as more fully set forth in Attachment A, attached hereto and made a part hereof. At its discretion, the Port Authority may retain multiple firms for performance of the subject services.

I. PROPOSER REQUIREMENTS

The Authority will consider only those firms able to demonstrate that they meet the following qualification requirements:

- A. At least five (5) years of legal, regulatory and compliance practice experience performing executive level searches in these types of disciplines; and
- B. Successfully placed at least two (2) executive level Ethics & Compliance Officers within the last five (5) years for Companies/Agencies similar in size as the Port Authority of New York and New Jersey.

A determination that a Proposer meets the forgoing requirement(s) is no assurance that the Proposer will be selected for performance of the subject services. Firms that do not meet these requirements shall not be considered.

II. PROPOSAL FORMAT REQUIREMENTS

To respond to this RFP, the Proposer shall submit a concise Proposal complying with the following requirements:

- A. To be acceptable, resumes included with your Proposal shall be no more than 10 pages-single-sided or 5 pages-double-sided, using 12-point or greater font size. The page limit pertains only to Letters E, G and H in Section III below. Each resume shall be two-page maximum. The Proposal pages shall be numbered and bound, with “Your Firm Name,” and **RFP Number 44302** clearly indicated on the cover.
- B. Separate each section of the Proposal with a tab divider that is labeled in accordance with the letter of the requirements specified below in Section III.
- C. All proposals must be delivered in sealed envelopes and/or packages. Address the Proposal to: The Port Authority of New York and New Jersey, 4 World Trade Center, 21st Floor, New York, NY 10007, Attention: RFP Custodian. You are requested to submit one (1) reproducible original and five (5) copies, along with six (6) USB copies

*Procurement Department
4 World Trade Center, 21st Floor
150 Greenwich Street
New York, NY 10007*

(labeled with the name of your firm), of your Proposal for review. In case of conflict, the reproducible original of the Proposal shall take precedence over material on the USB.

If your proposal is to be hand-delivered, note that only individuals with proper identification (e.g. photo identification) will be permitted access to the Authority's offices. Individuals without proper identification shall be turned away and their packages not accepted.

There is extensive security at the World Trade Center Site. You must present a valid government-issued photo ID to enter 4 WTC. Individuals without packages or carrying small packages, envelopes or boxes that can be conveyed by hand or on a hand truck may enter through the lobby. All packages, envelopes and boxes may be subject to additional security screening. There is no parking available at 4 WTC/150 Greenwich Street, and parking in the surrounding area is extremely limited. Express carrier deliveries by commercial vehicles will only be made via vendors approved by Silverstein Properties, the WTC Property Manager, through the Vehicle Security Center (VSC). Please note that use of the U.S. Mail does not guarantee delivery to Authority offices by the above listed due date for submittals. Firms using the U.S. Mail are advised to allow sufficient delivery time to ensure timely receipt of their submittals. Presently, UPS is the only delivery vendor with approved recurring delivery times. UPS makes deliveries to 4 WTC around 9:30 a.m. each day. Plan your submission accordingly. As additional express carriers may be approved by Silverstein Properties and scheduled for recurring delivery times with the VSC, this information may be updated. Under certain circumstances, a solicitation may allow for a commercial vehicle to be approved to make a delivery in accordance with the VSC procedures. If applicable, the specific solicitation document will include that information. The Port Authority assumes no responsibility for delays, including, but not limited to, delays caused by any delivery services, building access procedures, or security requirements.

- D. Each submission to the Port Authority, including any return address label, information on the compact disc or flash drive, information on the reproducible original and copies of the Proposal, shall indicate the Firm's **FULL LEGAL NAME WITHOUT ABBREVIATIONS**. Failure to comply with this requirement may lead to delays in agreement award and agreement payments, which shall be the responsibility of the Submitter.
- E. Your Proposal should be forwarded in sufficient time so that the Authority receives it **no later than 2:00 p.m. on November 24, 2015**. The outermost cover of your submittal must be labeled to include the RFP Number and title as indicated in the "Subject" above. The Authority assumes no responsibility for delays caused by any delivery services.

III. SUBMISSION REQUIREMENTS:

To respond to this RFP, provide the following information:

- A. In the front of your Proposal, a copy of Attachment B (Agreement on Terms of Discussion), signed by an officer of your company.
- B. Complete a copy of Attachment C (Company Profile).

C. Transmittal Letter

Submit a transmittal letter, on letterhead, signed by an authorized representative, demonstrating compliance with the aforementioned “Proposer Requirements”.

D. Qualifications and Experience of Staff:

List the name(s), title(s) and resumes of personnel who will be assigned to perform the requested services. Include projected services to be provided by each individual whose resume is provided.

E. Specific relevant experience of your firm.

This shall include, but not be limited to, a list of entities for which similar services have been provided. Provide a description of the services performed, firm names, start and end dates, total cost of the assignment, and a contact (name, telephone number and email address) as required for the Port Authority to confirm said information.

F. 1. Submit fee proposal which should include an overall budget. Propose alternate form(s) of compensation including:

- a. option(s) for alternative form(s) of compensation including the option of a fixed fee that includes consideration of a public sector discount; and
- b. a statement whether you would be willing to agree to caps in fees.

2. State any special considerations with respect to compensation that your firm can offer that you believe would differentiate it from other firms and make your firm’s service more cost effective to the Port Authority.

G. A detailed description of your proposed technical approach to the performance of services under “The Scope of Work” in Attachment A. Factors addressed shall include, but are not limited to, your proposed methodology, strategy and timetable for performing the services under “The Scope of Work” in Attachment A as well as any specific software or other technology you may employ in the performance of these services. Include a detailed description of your firm’s confidentiality policies.

H. A detailed description of the proposed management approach for performance of the required services. Factors addressed in your management approach shall include, but are not limited to: your proposed organizational structure for delivery of the contemplated services; your proposed approach to ensuring the quality and timeliness of the required work products; and your proposed approach to keeping the client apprised of the project status. If the various completion dates contained in Attachment A cannot be adhered to, you may submit revised dates. However, the fact that you were not able to adhere to the original dates and the extent of the revised dates will be included among the factors that the Authority will consider in evaluating Proposals.

I. A complete list of your firm’s affiliates.

J. If the firm or any employee or agent of the firm may have, or may give the appearance of a possible conflict of interest, the firm shall include in its Proposal a statement indicating the nature of the conflict. The Port Authority reserves the right to disqualify the firm if, in its sole discretion, any interest disclosed from any source could create, or give the

appearance of, a conflict of interest. The Port Authority's determination regarding any question(s) of conflict of interest shall be final.

IV. SELECTION PROCESS:

The qualifications-based selection process shall take into consideration the following technical criteria, and subsequently cost, as appropriate. After consideration of these factors, the Port Authority may enter into negotiations with the firm (or firms) deemed best qualified to perform the required services.

- A. qualifications and experience of the staff performing services hereunder;
- B. qualifications and experience of the firm;
- C. technical approach for the performance of the contemplated service; and
- D. management approach for the performance of the contemplated service.

V. INTERVIEWS:

After review of all proposals, the Authority may request an interview with your firm. Staff attending the interview on behalf of your firm shall be led by the proposed Project Manager, who may be supported by other senior staff members proposed to work on this project. Notification of interview scheduling is made by email. Interviews will likely take place at the Port Authority's Manhattan Office. Firms must be prepared to appear for an interview on short notice. Provide the name and email address of the person who should be contacted for interview scheduling as well as an alternate in the event that person is unavailable.

Additional interviews may be scheduled at the discretion of the Port Authority.

VI. ADDITIONAL INFORMATION:

If your firm is selected for performance of the subject services, the agreement you will be asked to sign, at that time, will include clauses entitled "Certification of No Investigation (Criminal Or Civil Anti-Trust), Indictment, Conviction, Debarment, Suspension, Disqualification and Disclosure Of Other Information" And "Non-Collusive Bidding And Code Of Ethics Certification; Certification Of No Solicitation Based On Commission, Percentage, Brokerage, Contingent Or Other Fees." These provisions may be viewed at: <http://www.panynj.gov/business-opportunities/pdf/PA3764b.pdf> . By providing a Proposal, the Consultant shall be deemed to have made the certifications contained therein unless said Consultant provides a statement with its Proposal explaining why any such certification(s) cannot be made. Such a statement shall be provided in a separate envelope along with your Proposal, clearly marked "CERTIFICATION STATEMENT."

It is Port Authority policy that its contractors and vendors comply with the legal requirements of the States of New York and New Jersey. Your attention is therefore called to New York State's requirements that certain contractors, affiliates, subcontractors and subcontractors' affiliates register with the New York State Department of Taxation and Finance for the purpose of collection and remittance of sales and use taxes. Similarly, New Jersey requires business organizations to obtain appropriate Business Registration Certificates from the Division of Revenue of the State's Department of the Treasury.

Following selection of a Consultant, the Port Authority will forward two copies of the Agreement to the selected firm, which must sign and return both copies. The return to you of one copy executed by the Port Authority will effectuate the Agreement.

If interpretation or additional information is required, it will be communicated by written addendum issued by the undersigned and such writing shall form a part of this RFP, or the accompanying documents, as appropriate.

Should you have any questions, please contact Ms. Mary Lou Rivera by email at mlrivera@panynj.gov. All such correspondence must have your name, title, company, mailing address, telephone number and state "RFP #44302" in the subject line. The Authority must receive all questions no later than 2:00 P.M., seven (7) calendar days before the RFP due date. No employee of the Authority is authorized to interpret the provisions of this RFP or accompanying documents or give additional information as to their requirements. If interpretation or additional information is required, it will be communicated by written addendum issued by the undersigned and such writing shall form a part of this selection process or the accompanying documents, as appropriate.

Proposal preparation costs are not reimbursable by the Port Authority, and the Port Authority shall have no obligation to a firm except under a duly authorized agreement executed by the Port Authority.

No rights accrue to any Proposer except under a duly authorized agreement for performance of the specified services.

Firms are advised that additional information about the Port Authority may be found on our website at www.panynj.gov.

The Port Authority reserves the right, in its sole and absolute discretion, to reject all Proposals, to undertake discussions and modifications with one or more Consultants, to waive defects in Proposals, and to proceed with that Proposal or modified Proposal, if any, which in its judgment will, under all the circumstances, best serve the public interest.

Sincerely,

David Gutiérrez, CPPO
Manager
Construction Procurements

Attachments

ATTACHMENT A

PERFORMANCE OF EXPERT PROFESSIONAL SERVICES PERTAINING TO AN EXECUTIVE STAFF SEARCH (SELECTION PROCESS #44302)

I. BACKGROUND

In May 2014, the Governors of New York and New Jersey created the *Special Panel on the Future of the Port Authority of New York and New Jersey* (“Special Panel”) to “review and evaluate reforms of the Port Authority’s mission, structure, management, operations and overall governance for the betterment of the region.”

On December 26, 2014 the Special Panel issued a report, entitled “Keeping the Region Moving”(<https://www.governor.ny.gov/sites/governor.ny.gov/files/atoms/files/SpecialPanelReporttotheGovernors2014-12-26FINAL.pdf>). As a result of this report, a nation-wide search for a Chief Ethics & Compliance Officer for the Port Authority is to be conducted.

For background with respect to The Port Authority of New York and New Jersey (the “Port Authority”) see www.panynj.gov. Additionally, the most recent electronic version of the Port Authority’s Annual Report is available at <http://www.panynj.gov/corporate-information/annual-reports.html>.

II. SCOPE OF WORK

The Consultant shall provide expert professional advisory services to the Port Authority in order to conduct a nation-wide search for a Chief Ethics and Compliance Officer (“CECO”). The Consultant shall identify lists of target organizations, individuals, industry sources, and professional networks for Port Authority review and approval. The Consultant shall meet with Port Authority staff as required, to acquire an understanding of the requirements to be met by the candidates. The following is a description of the CECO position:

Reporting to the Chief Executive Officer, as well as the Board of Commissioners,¹ the CECO will coordinate an agency-wide ethics and compliance (“E&C”) program, and provide additional oversight and support with respect to the agency’s broad array of internal control functions and department-level compliance processes, to ensure that:

1. The Authority maintains up-to-date E&C policies and procedures appropriate to mitigate the risks of unethical or illegal conduct confronting the agency;
2. The Authority’s E&C program comports with “best practices” employed by peer organizations;
3. Effective communication and collaboration exists on E&C issues among the business segments and other functional areas of the Port Authority with direct accountability for compliance-related activities (including the Office of Inspector General (“OIG”) and the Human Capital, Law, and Procurement Departments); and
4. The Board of Commissioners and its Governance & Ethics and Audit Committees are kept apprised of emerging E&C issues and the agency’s response thereto.

¹ The Board of Commissioners may delegate its oversight of this position to one (or more) of its standing Committees.

The Port Authority operates in a number of highly regulated areas such as Aviation (subject to Federal Aviation Administration oversight) and PATH (currently subject to Federal Railroad Administration regulation and also to certain Federal Transit Administration oversight). Responsibility and accountability for compliance with operating and functional compliance of this nature will remain with the appropriate line-operating department. The CECO will monitor these department-specific compliance/regulatory efforts, promote effective management systems to help ensure compliance with these functional responsibilities, and help ensure a culture of compliance throughout the agency.

III. DESCRIPTION OF CONSULTANT'S TASKS

Specific tasks to be performed by the Consultant shall include, but not be limited to:

A. Consult with Authority senior staff to:

1. Review and discuss position description(s) and requirements and to propose changes thereto as appropriate, for review and approval by the Director of Human Resources; and
2. Discuss organization structure, culture, candidate profile/qualifications, search strategy/approach, timeline and expectations;

B. Develop a recruitment plan which identifies a select list of target organizations, individuals, industry sources and professional networks for review and approval by the Authority.

C. Conduct preliminary screening of candidate(s) and interview(s) as appropriate, to assess qualifications and interest in the position which includes but is not limited to contacting the candidate to assess the candidate's interest, salary expectations, etc. prior to actually interviewing the candidate;

D. Perform preliminary reference checks to validate past performance and qualifications, verify and authenticate the candidate's credentials and document your findings. Documentation shall include candidate profile(s) and credentials, as well as an assessment of individual strengths and weaknesses with respect to the position;

E. Meet with Authority staff to present and discuss qualified candidates for consideration and provide detailed profile summaries of the candidates including biographical data, a thorough summary of business experience, and formal analysis and recommendations.

F. Conduct progress meetings on a weekly basis, detailing your activities and progress as well as develops and implements strategy and action steps necessary to complete the assignment in an expeditious manner.

G. Provide written and verbal progress reports to the Project Manager, as required. Reports shall identify proposed candidates and document findings.

H. Attend and/or facilitate follow-up meetings between the Authority and the candidate(s) as required, and make recommendations to the Authority on candidate selection, giving your reasons therefor.

I. Upon selection of a candidate(s), conduct in-depth reference checks on each finalist and submit to the Authority a comprehensive summary report documenting your findings. Consultant shall conduct reference checks on final candidates at the Project Manager's

request. A reference check summary report shall be sent to the Project Manager for review and use. The Consultant shall contact the finalist to ask any questions;

- J. Assist the Authority in the negotiation of a final offer and terms of employment.

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ATTACHMENT B

REQUEST FOR SUBMITTALS FOR PERFORMANCE OF EXPERT PROFESSIONAL SERVICES PERTAINING TO AN EXECUTIVE STAFF SEARCH (RFP #44302)

AGREEMENT ON TERMS OF DISCUSSION

The Port Authority's receipt or discussion of any information (including information contained in any submittal, vendor qualification(s), ideas, models, drawings, or other material communicated or exhibited by us or on our behalf) shall not impose any obligations whatsoever on the Port Authority or entitle us to any compensation therefor (except to the extent specifically provided in such written agreement, if any, as may be entered into between the Port Authority and us). Any such information given to the Port Authority before, with or after this Agreement on Terms of Discussion ("Agreement"), either orally or in writing, is not given in confidence. Such information may be used, or disclosed to others, for any purpose at any time without obligation or compensation and without liability of any kind whatsoever. Any statement which is inconsistent with this Agreement, whether made as part of or in connection with this Agreement, shall be void and of no effect. This Agreement is not intended, however, to grant to the Port Authority rights to any matter, which is the subject of valid existing or potential letters patent.

Any information (including information contained in any submittal, vendor qualification(s), ideas, models, drawings, or other material communicated or exhibited by us or on our behalf) provided in connection with this procurement is subject to the provisions of the Port Authority Freedom of Information Code and Procedure adopted by the Port Authority's Board of Commissioners on October 22, 2014, which may be found on the Port Authority website at: <http://www.panynj.gov/corporate-information/pdf/foi-code.pdf>. The foregoing applies to any information, whether or not given at the invitation of the Authority.

(Company)

(Signature)

(Title)

(Date)

**ORIGINAL AND PHOTOCOPIES OF THIS PAGE ONLY.
DO NOT RETYPE.**

ATTACHMENT C

COMPANY PROFILE

**PERFORMANCE OF EXPERT PROFESSIONAL SERVICES PERTAINING TO AN
EXECUTIVE STAFF SEARCH (RFP #44302)**

1. Company Name (print or type):

2. Business Address (to receive mail for this RFP):

3. Business Telephone Number: _____

4. Business Fax Number: _____

5. Firm website: _____

6. Federal Employer Identification Number (EIN): _____

7. Date (MM/DD/YYYY) Firm was Established: ____/____/____

8. Name, Address and EIN of Affiliates or Subsidiaries (use a separate sheet if necessary):

9. Officer or Principal of Firm and Title:

10. Name, telephone number, and email address of contact for questions:

11. Is your firm certified by the Authority as a Minority-owned, Woman-owned or Small Business Enterprise (M/W/SBE)? Yes No

If yes, please attach **Port Authority** certification as a part of this profile.

If your firm is an M/WBE not currently certified by the Authority, see the Authority's web site – <http://www.panynj.gov/business-opportunities/supplier-diversity.html>, to receive information and apply for certification.