

THE PORT AUTHORITY OF NY & NJ

**PROCUREMENT DEPARTMENT
PROFESSIONAL, TECHNICAL & ADVISORY SERVICES DIVISION
TWO MONTGOMERY STREET, 3RD FLOOR
JERSEY CITY, NJ 07302**

REQUEST FOR PROPOSALS

RFP Number: 40651

December 2, 2014

**SUBJECT: LEGAL SERVICES PERTAINING TO THE
ISSUANCE OF PORT AUTHORITY OF NEW
YORK AND NEW JERSEY CONSOLIDATED
BONDS**

QUESTIONS SHOULD BE

SUBMITTED BY: JANUARY 2, 2015 TIME: 2:00 P.M. EST

PROPOSAL DUE DATE: JANUARY 12, 2015 TIME: 2:00 P.M. EST

PROCUREMENT MANAGER: LUKE S. BASSIS

PHONE: (201) 395-3440

EMAIL: LBASSIS@PANYNJ.GOV

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I. INTRODUCTION

The Port Authority is seeking written proposals from qualified firms and solo practitioners (collectively, “firms”) to provide legal services to the Port Authority in connection with the issuance of its Consolidated Bonds, including bond, tax and disclosure counsel services typically associated with the issuance of municipal debt obligations (“Legal Services”), for a four-year period.

II. BACKGROUND

For background with respect to the Port Authority see www.panynj.gov additionally, an electronic version of the most recent version of the Port Authority’s Official Statement for Consolidated Bonds is available at http://www.i-dealprospectus.com/PDF/2_64908.pdf.

III. SCOPE OF SERVICES

It is the Port Authority’s intention to qualify one or more firms (acting as co-counsel), to provide Legal Services during the appointment period. It is the Port Authority’s expectation that the teamed firms will divide the work based on skills, experience, capacity, and core competencies (for example, if a co- counsel firm does not have the necessary resources to deliver a tax opinion that will be readily accepted by the investor marketplace, then the other co-counsel firm(s) would take on that responsibility).

IV. SUBMISSION REQUIREMENTS

A. In the front of your Proposal, a copy of Attachment B (Agreement on Terms of Discussion), signed by an officer of your firm.

B. Complete a copy of Attachment C (Firm Profile).

C. Transmittal Letter

Each Proposer shall submit a transmittal letter on its letterhead, signed by an authorized representative, highlighting the key points of the proposal. Your transmittal letter shall also include the following: the name, title, address and telephone number of the contact person for the proposal.

D. Firm Qualifications and Experience

Briefly describe your firm’s qualifications and experience as required to provide the Legal Services. Your response should include, but is not limited to:

1. A brief description of your firm and its organizational structure.
2. Please indicate the number of years your firm has served as either bond, disclosure, tax or underwriter’s counsel with respect to public finance transactions.
3. Please indicate for the period 2010 to the present the number and dollar volume of bond issuances for the State of New York, the State of New Jersey, local governments in either New York or New Jersey, or New York/New Jersey or local public authorities or public benefit corporations of New York or New Jersey which your firm provided all or a portion of the legal services within the contemplation of the Legal Services.

4. State the names of the partners and associates in the public finance group in the firm and in the tax and disclosure groups therein.
5. State the names of the partners, associates, paralegals who would be assigned to the Port Authority's account, provide their resumes, the location of their primary office, and describe their anticipated commitments to other clients during the next two years.
6. Describe the experience of the firm in obtaining rulings from the Internal Revenue Service on bond related matters.
7. Describe the experience and familiarity of the firm with the Internal Revenue Code provisions, and federal, state and local securities laws, rules and regulations, specific to municipal bond issuers.
8. Provide three client references, including names of contacts and telephone numbers.
9. State your firm's qualifications, knowledge and experience relating to the Port Authority and other issuers with major capital programs requiring large and frequent debt issues. Discuss what specific capabilities your firm has that would add value to the Port Authority's team.
10. Discuss your firm's presence in the State of New York and/or State of New Jersey including any offices maintained in each state, the number of staff employed in each state and the number of staff who are employed in each state. Include in your discussion how your firm's presence in the State of New York and/or State of New Jersey has changed during the period 2010 – present.
11. Provide a list and description of any proceedings pending or contemplated by any governmental authority against your firm, including but not limited to, any pending or anticipated proceedings or rule or order relating to a violation or alleged violation by your firm of any federal or state statute or regulation pertaining to the underwriting or sale of securities, the provision of investment advisory services or the issuance of securities. Provide a list of all sanctions and/or fines imposed on your firm during the last 24 months in connection with any proceeding of the type described in the proceeding sentence. Also provide a list and description of any pending or anticipated proceedings by private parties against your firm (individually or in the aggregate) that your firm has determined may have a material adverse impact on the current financial status or operations of the firm. Please note that this requirement is in addition to the requirement in Certification of No Investigation required below.
12. Provide any potential conflict of interest that this assignment might present and how the firm would propose to deal with such conflict.

E. Staff Qualifications and Experience

Provide a detailed resume of the individuals in your firm who will be directly assigned to the Port Authority, the specific function each will perform, their qualifications to perform said function and the extent to which any such individuals participated in any of the services referred to in Section D. Firm Qualifications and Experience above. Identify subconsultants, if any, and indicate their experience and qualifications.

Include information on the organizational structure of the proposed group assigned to the Port Authority and how this structure would provide benefit.

Prepare an organization chart for the provision of the Legal Services that identifies the key individuals, their firm and office address, function, task responsibility and reporting relationships.

- F. A detailed description of the proposed technical approach to be taken for the performance of the required services. Factors addressed in your technical approach shall include, but are not limited to, your proposed methodology and strategy for performing the required services and how this strategy will benefit the Port Authority.

Each firm is expected to perform its own analysis of the information provided and to base its submittal on that analysis. Information is obtained in:

- in “Introduction” and “Background” (Sections I & II), above;
- in this Section:
- information on Port Authority’s projects, available at www.panynj.gov;
- The Comprehensive Annual Financial Reports of the Port Authority which are available at: <http://www.panynj.gov/corporate-informantion/financial-information.html>; and
- Official Statement, The Port Authority of New York and New Jersey Consolidated Bonds, One Hundred Eighty-sixth and One Hundred Eighty-seventh Series, which is available at http://www.i-dealprospectus.com/PDF/2_64908.pdf and can also be obtained by email request to Luke Bassis at lbassis@panynj.gov e-mail subject line should state the RFP number - 40651. The body of the e-mail should include your firm’s full name, address, contact name, and contact phone number. A copy of the Official Statement will then be emailed to you.

- G. A detailed description of the proposed management approach to be taken for the performance of the required services. Factors addressed in your management approach shall include, but are not limited to the following: your proposed organizational structure to be responsive to the Port Authority’s needs; your proposed approach and schedule for keeping the Port Authority apprised of the project status; and your proposed approach to ensuring the quality of the work product to be produced.

- H. Indicate your cost proposal which should include an overall budget and staff rates per hour for partners, associates, and non-attorney law clerks, paralegals, or other paraprofessionals which would be provided to the Port Authority during the periods of the contract, which partners, and associates are expected to perform which services, to the extent reasonably projectable, and how these services would be billed and include:

- a. For each attorney whose resume is provided, your normal hourly rate and the hourly rate you propose to charge the Port Authority.
- b. Projected services to be provided by each attorney whose resume is provided.
- c. For each non-attorney law clerk, paralegal or other paraprofessional, your normal hourly rate and the hourly rate you propose to charge the Port Authority.
- d. Costs of any anticipated clerical support, if billed separately.

- e. A schedule of all disbursements which you anticipate will result in a charge to the Port Authority.
- f. Any reduced rates or fees charged to other State or local finance issuers in New York or New Jersey.
- g. A statement whether you would be willing to agree to caps on fees on an issue by issue basis.
- h. Each type of issue and/or category of work, and all other expenses or costs associated with the performance of Legal Services.
- i. Proposed measures to control and monitor the cost of services, such as limiting the number of attorneys assigned to a matter.
- j. State any special considerations with respect to billing or payment of fees and expenses that your firm offers and that you believe would differentiate it from other proposers and make your Firm's services more cost effective for the Port Authority. In no event will the rate paid by the Port Authority exceed 80% of the normal and customary rates for any attorney, non-attorney law clerk, paralegal or other paraprofessional. Discounts in excess of twenty percent are strongly encouraged. A firm should indicate the extent to which such proposed billing rates are discounted below 20% of the firm's normal and customary rates as of the date of the RFP.

- I. The Port Authority has a long-standing practice of encouraging Minority Business Enterprises (MBEs) and Women Business Enterprises (WBEs) to seek business opportunities with it, either directly or as sub firms, sub consultants, and subcontractors. "Minority-owned business" or "MBE" means a business entity which is at least 51 percent owned by one or more members of one or more minority groups, or, in the case of a publicly held corporation, at least 51 percent of the stock of which is owned by one or more members of one or more minority groups; and whose management and daily business operations are controlled by one or more such individuals who are citizens or permanent resident aliens. "Women-owned business" or "WBE" means a business which is at least 51 percent owned by one or more women; or, in the case of a publicly held corporation, 51 percent of the stock of which is owned by one or more women: and whose management and daily business operations are controlled by one or more women who are citizens or permanent resident aliens.

"Minority group" means any of the following racial or ethnic groups:

1. Black persons having origins in any of the Black African racial groups not of Hispanic origin;
2. Hispanic persons of Puerto Rican, Mexican, Dominican, Cuban, Central or South American culture or origin, regardless of race;
3. Asian and Pacific Islander persons having origins in any of the original peoples of the Far East, Southeast Asia, the Indian subcontinent or the Pacific Islands;
4. American Indian or Alaskan Native persons having origins in any of the original peoples of North America and maintaining identifiable tribal affiliations through membership and participation or community identification.

The Port Authority has set a goal of 12 percent participation by qualified and certified MBEs and 5 percent to qualified and certified WBEs on technical service projects.

To be "certified" a firm must be certified by the Port Authority's Office of Business Diversity and Civil Rights.

In order to facilitate the meeting of this goal, the Firm shall use every good faith effort to utilize sub firms who are certified MBEs or WBEs to the maximum extent feasible.

The Port Authority has a list of certified MBE/WBE service firms, which is available to you at <http://www.panynj.gov/business-opportunities/supplier-diversity.html>. The Firm shall be required to submit to the Port Authority's Office of Business Diversity and Civil Rights for certification the names of MBE/WBE firms he proposes to use who are not on the list of certified MBE/WBE firms.

Describe your firm's affirmative action program and activities. Include this information as an appendix to your response entitled "Affirmative Action Policies". Provide the total number of employees in your public finance department and include the numbers and percentages of minorities and women employed as officers, associates and paraprofessionals. Provide this same information with respect to the personnel covering the Port Authority's account. If your firm is a MWBE firm, please indicate so and provide documentation. If your firm has been certified as an MWBE provider with the Port Authority under its procedures, provide documentation.

- J. A complete list of your firm's affiliates.
- K. If the Proposer or any employee, agent or proposed subfirm of the Proposer may have, or may give the appearance of a possible conflict of interest, the Proposer shall include in its Proposal a statement indicating the nature of the conflict. The Port Authority reserves the right to disqualify the Proposer 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.
- L. A statement confirming that the firm maintains professional liability insurance (and the stated limits of such policy) and that any legal services rendered by the firm to the Authorities would be covered by such policy.
- M. Firm commentary (additional comments of the firm)
- N. Appendix (for supporting information, if necessary)

V. PROPOSAL FORMAT REQUIREMENTS

- A. To be acceptable, the Proposal shall be no more than twenty (20) pages (single-sided using 12 point or greater font size). The page limit pertains only to Letters D, E (not including resumes), F, and G in Section IV above. Each resume shall be two (2) pages maximum, single-sided or one (1) page, double-sided, using 12 point or greater font size. The Proposal pages shall be numbered and bound, with "Your Firm Name," and **RFP # 40651** clearly indicated on the cover.
- B. Each section of the Proposal shall be separated with a tab divider that is labeled in accordance with the letter of the requirements specified in Section IV. above.
- C. All proposals must be delivered in sealed envelopes and/or packages. Address Proposal to: The Port Authority of New York and New Jersey, 2 Montgomery Street, Jersey City,

NJ 07302, Attention: RFP Custodian. You are requested to submit one (1) reproducible original and six (6) copies, along with seven (7) compact disc copies, of your Proposal for review. Notwithstanding retention of the compact disc, in case of conflict, the reproducible original of the proposals and the written hard copy Agreement, if awarded, shall take precedence over material on the compact disc.

- D. In each submission to the Port Authority, including any return address label, information on the compact disc and information on the reproducible original and copies of the proposal, the Proposer shall use its **FULL LEGAL NAME WITHOUT ABBREVIATIONS**. Failure to comply with this requirement may lead to delays in contract award and contract payments, which shall be the responsibility of the Proposer.
- E. Your Proposal must be delivered in sufficient time so that the Port Authority receives it **no later than 2:00 p.m. on January 12, 2105**. The outermost cover of your submittal must include the RFP Number, 40651, and the RFP title as indicated in "Subject" above. The Port Authority assumes no responsibility for delays caused by any delivery services.
- F. If your Proposal is to be hand-delivered, please note that only individuals with proper identification (e.g., photo identification) will be permitted access to the Port Authority's offices. Individuals without proper identification will be turned away and their packages not accepted.

VI. PROPOSAL EVALUATION CRITERIA

The Port Authority will be evaluating the proposals considering all factors that in its sole judgment will lead the Port Authority to a determination that the selected firm's proposal will best serve the Port Authority's interest. The review, rating and ranking of Proposals shall first be based upon the technical qualifications as indicated below. The qualifications-based selection shall take into consideration the technical qualifications presented, 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 in terms of the foregoing factors to perform the required services.

The technical evaluation shall include consideration of the following factors, listed in order of importance:

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

VII. ORAL PRESENTATIONS

After review of all Proposal submissions, an oral presentation to the selection committee and others, as appropriate, may be requested. It should be noted that firms selected to make presentations may be given short advance notice. Presentations would be limited to 30-minutes, and include the material contained in your Proposal. The presentation would be followed by an approximate 30-minute question and answer session. Proposer's staff providing the presentation shall be led by the proposed Lead Key Staff Member, who may be supported by no more than three (3) other senior staff members proposed to work on this

project. Notification of presentation scheduling is made by email. Please provide the name and email address of the person who should be contacted for presentation scheduling as well as an alternate in the event that person is unavailable.

VIII. ADDITIONAL INFORMATION

If your firm is selected for performance of the subject services, you will be asked to sign certifications entitled “Certification of No Investigation (Criminal Or Civil Anti-Trust), Indictment, Conviction, Debarment, Suspension, Disqualification and Disclosure Of Other Information” (Attachment D) And “Non-Collusive Proposing And Code Of Ethics Certification; Certification Of No Solicitation Based On Commission, Percentage, Brokerage, Contingent Or Other Fees.” (Attachment E). In addition, the firm and each employee assigned work under the agreement may be required to sign a Non-Disclosure Agreement. By submitting a Proposal, the Firm shall be deemed to have made the certifications contained therein unless said Firm submits a statement with its Proposal explaining why any such certification(s) cannot be made. Such a submission shall be submitted in a separate envelope along with your Proposal, clearly marked “CERTIFICATION STATEMENT.”

It is Port Authority policy that its consultants, 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 consultants, 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.

Should you have any questions, please contact Luke Bassis, Solicitation Manager, by email at lbassis@panynj.gov. All such emails must have “**RFP # 40651**” in the subject line. The Port Authority must receive all questions no later than 2:00 P.M., January 5, 2015. Neither Luke Bassis nor any other employee of the Port 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 RFP, or the accompanying documents, as appropriate.

Information submitted to the Port Authority orally or in writing in response to this Request for Proposal or thereafter shall not be considered as given in confidence and shall be the property of the Port Authority and may be used or disclosed by the Port Authority at any time without compensation or other obligation.

The Port Authority may consult references familiar with your organization regarding your prior projects, financial resources, and other information related to your proposal.

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

The Port Authority does not guarantee the accuracy of the information furnished in the Appendices. Firms are responsible for all conclusions that they may draw there from.

The Port Authority reserves the unqualified right, in its sole and absolute discretion, to reject all Proposals, to undertake discussions and modifications with one or more firm, 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.

The Port Authority does not guarantee the ordering of any services under this solicitation and specifically reserves the right, in its sole discretion, to use any person or firm to perform the type of services required hereunder.

You will not be entitled to any compensation except under an agreement for performance of service signed on behalf of the Port Authority, and you shall not be entitled to compensation for preparation of your proposal or oral presentations.

Proposers are advised that additional vendor information, including, but not limited to forms, documents and other related information, may be found on the Port Authority website at http://www.panynj.gov/DoingBusinessWith/contractors/html/other_info.html. Additionally, Proposers are encouraged to periodically access the Port Authority website at http://www.panynj.gov/DoingBusinessWith/contractors/html/current.php#prof_ad for RFP updates and addenda.

* * *

ATTACHMENT B

**PERFORMANCE OF EXPERT PROFESSIONAL LEGAL SERVICES PERTAINING
TO THE ISSUANCE OF THE PORT AUTHORITY OF NEW YORK AND NEW
JERSEY CONSOLIDATED BONDS - DURING 2015 THROUGH 2018 (RFP # _____)**

AGREEMENT ON TERMS OF DISCUSSION

The Port Authority's receipt or discussion of any information (including information contained in any proposal, vendor qualification, 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. The foregoing applies to any information, whether or not given at the invitation of the Authority.

Notwithstanding the above, and without assuming any legal obligation, the Port Authority will employ reasonable efforts, subject to the provisions of the Port Authority Freedom of Information Code and Procedure (FOI Code) adopted by the Port Authority's Board of Commissioners on March 29, 2012, as may be amended, which may be found on the Port Authority website at: <http://www.panynj.gov/corporate-information/pdf/foi-code.pdf>, not to disclose to any competitor of the undersigned, information submitted which are trade secrets which, if disclosed, would cause injury to the competitive position of the enterprise, and which information is identified by the Proposer as proprietary, as more fully set forth in the FOI Code, which may be disclosed by the undersigned to the Port Authority as part of or in connection with the submission of a proposal.

(Company)

(Signature)

(Title)

(Date)

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

ATTACHMENT C

**PERFORMANCE OF EXPERT PROFESSIONAL LEGAL SERVICES PERTAINING
TO THE ISSUANCE OF THE PORT AUTHORITY OF NEW YORK AND NEW
JERSEY CONSOLIDATED BONDS - DURING 2015 THROUGH 2018 (RFP # _____)**

COMPANY PROFILE

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 Port 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 Port Authority, see the Port Authority's web site – <http://www.panynj.gov/business-opportunities/supplier-diversity.html>, to receive information and apply for certification.

ATTACHMENT D

**PERFORMANCE OF EXPERT PROFESSIONAL LEGAL SERVICES PERTAINING
TO THE ISSUANCE OF THE PORT AUTHORITY OF NEW YORK AND NEW
JERSEY CONSOLIDATED BONDS - DURING 2015 THROUGH 2018 (RFP # _____)**

**CERTIFICATION OF NO INVESTIGATION (CRIMINAL OR CIVIL ANTI-TRUST),
INDICTMENT, CONVICTION, DEBARMENT, SUSPENSION, DISQUALIFICATION AND
DISCLOSURE OF OTHER INFORMATION**

By proposing on this Agreement, each Firm and each person signing on behalf of any Firm certifies, and in the case of a joint proposal, each party thereto certifies as to its own organization, that the Firm and each parent and/or affiliate of the Firm has not:

- A. been indicted or convicted in any jurisdiction;
- B. been suspended, debarred, found not responsible or otherwise disqualified from entering into any agreement with any governmental agency or been denied a government agreement for failure to meet standards related to the integrity of the Firm;
- C. had an agreement terminated by any governmental agency for breach of agreement or for any cause based in whole or in part on an indictment or conviction;
- D. ever used a name, trade name or abbreviated name, or an Employer Identification Number different from those inserted in the Proposal;
- E. had any business or professional license suspended or revoked or, within the five years prior to proposal opening, had any sanction imposed in excess of \$50,000 as a result of any judicial or administrative proceeding with respect to any license held or with respect to any violation of a federal, state or local environmental law, rule or regulation;
- F. had any sanction imposed as a result of a judicial or administrative proceeding related to fraud, extortion, bribery, proposal rigging, embezzlement, misrepresentation or anti-trust regardless of the dollar amount of the sanctions or the date of their imposition; and
- G. been, and is not currently, the subject of a criminal investigation by any federal, state or local prosecuting or investigative agency and/or a civil anti-trust investigation by any federal, state or local prosecuting or investigative agency.

Signed: _____

Print Name: _____

Title: _____

Firm: _____

ATTACHMENT E

PERFORMANCE OF EXPERT PROFESSIONAL LEGAL SERVICES PERTAINING TO THE ISSUANCE OF THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY CONSOLIDATED BONDS - DURING 2015 THROUGH 2018 (RFP # _____)

NON-COLLUSIVE PROPOSING, AND CODE OF ETHICS CERTIFICATION,
CERTIFICATION OF NO SOLICITATION BASED ON COMMISSION, PERCENTAGE,
BROKERAGE, CONTINGENT OR OTHER FEES

By submitting a Proposal on this Agreement, each Firm and each person signing on behalf of any Firm certifies, and in the case of a joint proposal, each party thereto certifies as to its own organization, that:

- A. the prices in its proposal have been arrived at independently without collusion, consultation, communication or agreement for the purpose of restricting competition, as to any matter relating to such prices with any other Firm or with any competitor;
- B. the prices quoted in its proposal have not been and will not be knowingly disclosed directly or indirectly by the Firm prior to the official opening of such proposal to any other Firm or to any competitor;
- C. no attempt has been made and none will be made by the Firm to induce any other person, partnership or corporation to submit or not to submit a proposal for the purpose of restricting competition;
- D. this organization has not made any offers or agreements or taken any other action with respect to any Authority employee or former employee or immediate family member of either which would constitute a breach of ethical standards under current version of the Code of Ethics in effect on the commencement date of this Agreement (a copy of which is available upon request), nor does this organization have any knowledge of any act on the part of an Authority employee or former Authority employee relating either directly or indirectly to this organization which constitutes a breach of the ethical standards set forth in said Code;
- E. no person or selling agency other than a bona fide employee or bona fide established commercial or selling agency maintained by the Firm for the purpose of securing business has been employed or retained by the Firm to solicit or secure this Agreement on the understanding that a commission, percentage, brokerage, contingent, or other fee would be paid to such person or selling agency;
- F. the Firm has not offered, promised or given, demanded or accepted, any undue advantage, directly or indirectly, to or from a public official or employee, political candidate, party or party official, or any private sector employee (including a person who directs or works for a private sector enterprise in any capacity), in order to obtain, retain, or direct business or to secure any other improper advantage in connection with this Agreement; and
- G. no person or organization has been retained, employed or designated on behalf of the Firm to impact any Authority determination with respect to (i) the solicitation, evaluation or award of this Agreement; or (ii) the preparation of specifications or request for submissions in connection with this Agreement.

The foregoing certifications shall be deemed to be made by the Firm as follows:

* if the Firm is a corporation, such certification shall be deemed to have been made not only with respect to the Firm itself, but also with respect to each parent, affiliate, director, and officer of the Firm, as well as, to the best of the certifier's knowledge and belief, each stockholder of the Firm with an ownership interest in excess of 10%;

* if the Firm is a partnership, such certification shall be deemed to have been made not only with respect to the Firm itself, but also with respect to each partner.

Moreover, the foregoing certifications in Attachments D and E, if made by a corporate Firm, shall be deemed to have been authorized by the Board of Directors of the Firm, and such authorization shall be deemed to include the signing and submission of the proposal and the inclusion therein of such certification as the act and deed of the corporation.

In any case where the Firm cannot make the foregoing certifications, the Firm shall so state and shall furnish with the signed proposal a signed statement, which sets forth in detail the reasons therefor. If the Firm is uncertain as to whether it can make the foregoing certifications, it shall so indicate in a signed statement furnished with its proposal, setting forth in such statement the reasons for its uncertainty. With respect to the foregoing certification in paragraph G if the Firm cannot make the certification, it shall provide, in writing, with the signed proposal: (i) a list of the name(s), address(es), telephone number(s), and place(s) of principal employment of each such individual or organization; and (ii) a statement as to whether such individual or organization has a "financial interest" in this Agreement, as described in the Procurement Disclosure policy of the Authority (a copy of which is available upon request to the Director of the Procurement Department of the Authority). Such disclosure is to be updated, as necessary, up to the time of award of this Agreement. As a result of such disclosure, the Authority shall take appropriate action up to and including a finding of non-responsibility.

Failure to make the required disclosures shall lead to administrative actions up to and including a finding of non-responsibility.

Notwithstanding that the Firm may be able to make the foregoing certifications at the time the proposal is submitted, the Firm shall immediately notify the Authority in writing during the period of irrevocability of proposals and the term of the Agreement, if Firm is awarded the Agreement, of any change of circumstances which might under this clause make it unable to make the foregoing certifications or require disclosure. The foregoing certifications or signed statement shall be deemed to have been made by the Firm with full knowledge that they would become a part of the records of the Authority and that the Authority will rely on their truth and accuracy in awarding this Agreement. In the event that the Authority should determine at any time prior or subsequent to the award of this Agreement that the Firm has falsely certified as to any material item in the foregoing certifications, has failed to immediately notify the Authority of any change in circumstances which might make it unable to make the foregoing certifications, might render any portion of the certifications previously made invalid, or require disclosure, or has willfully or fraudulently furnished a signed statement which is false in any material respect, or has not fully and accurately represented any circumstance with respect to any item in the foregoing certifications required to be disclosed, the Authority may determine that the Firm is not a responsible Firm with respect to its proposal on the Agreement or with respect to future proposals on Authority agreements and may exercise such other remedies as are provided to it by the Agreement with respect to these matters. In addition, Firms are advised that knowingly providing a false certification or statement pursuant hereto may be the basis for prosecution for

offering a false instrument for filing (see, e.g. New York Penal Law, Section 175.30 et seq.). Firms are also advised that the inability to make such certification will not in and of itself disqualify a Firm, and that in each instance the Authority will evaluate the reasons therefor provided by the Firm.

Under certain circumstances the Firm may be required as a condition of this Agreement award to enter into a Monitoring Agreement under which it will be required to take certain specified actions, including compensating an independent Monitor to be selected by the Authority. Said Monitor shall be charged with, among other things, auditing the actions of the Firm to determine whether its business practices and relationships indicate a level of integrity sufficient to permit it to continue business with the Authority.

Signed: _____

Print Name: _____

Title: _____

Firm: _____

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