

**REQUEST FOR QUALIFICATIONS FOR
BOND, SPECIAL, UNDERWRITERS AND DISCLOSURE
COUNSEL**

ISSUING OFFICE

Pennsylvania Turnpike Commission

**Legal Department
Office of Chief Counsel**

RFQ 10-10190-2625

DATE OF ISSUANCE

May 12, 2010

**REQUEST FOR QUALIFICATIONS FOR
BOND, SPECIAL, UNDERWRITERS AND DISCLOSURE
COUNSEL SERVICES**

RFQ 10-10190-2625

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PART I

GENERAL INFORMATION

I-1. Purpose. The Pennsylvania Turnpike Commission (Commission) seeks to retain the services of one or more Law Firms experienced in municipal bond financing, securities laws and taxation related to municipal bond financings to serve as bond, special, underwriter's and, possibly disclosure counsel (Counsel). Through this Request for Qualifications (RFQ) process, the Commission seeks to appoint a pool or pools of law firms which will be available to serve as bond, special, underwriter's or disclosure counsel as needed from time to time. Please note that inclusion in the pool does not guarantee or provide assurances that a law firm will be selected to serve as Counsel on a Commission public finance transaction.

This RFQ provides interested firms with sufficient information to enable them to prepare and submit statements of qualification for consideration by the Commission to satisfy a need for Counsel. Firms wishing to be considered for inclusion in a pool as Counsel should respond to this RFQ in all respects. Firms should identify whether they wish to be considered for qualification as lead 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 transaction 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.

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 23-mile section of the Mon/Fayette Project, an eight mile section from the Pennsylvania/West Virginia border to Fairchance, which is located just south of Uniontown, and the first part of the Southern Beltway, the Findlay Connector near Greater Pittsburgh International Airport. When completed, the Mon/Fayette Expressway will extend 65 miles from Interstate Route 68 in West Virginia to Interstate Route 376 near Pittsburgh.

The Pennsylvania Turnpike System has a total of 57 interchanges which connect it with major arteries and population centers in its 531 mile traffic corridor. Thirty of the interchanges are located on the Turnpike Mainline, including Turnpike Mainline barriers at the New Jersey and Ohio state lines, and 10 interchanges are situated on the Northeast Extension. The additional 17 interchanges are located on the three extensions previously noted. 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 December 31, 2009, the Commission had over \$6 billion in long-term debt, issued under four separate indentures. Outstanding debt and debt ratings are as follows:

	<u>Outstanding Debt</u> <u>(mill)</u>	Ratings (M,S&P,F)
Mainline Senior Revenue	\$2,281	Aa3, A+, A+
Mainline Subordinate Revenue	\$2,575	A2, A-, NR
Oil Franchise Tax Revenue	\$814	Aa3, AA (Sr.); A2, A+ (Sub.)
Registration Fee Revenue	\$442	Aa3, A, no underlying rating

Toll revenue for the fiscal year ended May 31, 2009 exceeded \$615 million, and will increase sharply in FY2010 due to a full year of the 25% toll increase, which took effect in January 2009. The Commission also received revenue from the Commonwealth from oil company franchise taxes and motor license registration fees in excess of \$85 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 nearly \$4.6 billion scheduled for construction through fiscal year 2019.

D. Act 44

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 was entered into between the Commission and PennDOT pursuant to which the Commission has been granted the option to lease Interstate 80 (traversing northern Pennsylvania) from PennDOT. The lease contains certain provisions dealing with various items including, among other things, the terms and conditions of the conversion of Interstate 80 into a toll road (the “Conversion”) (subject to the requisite approval of the FHWA), the operation, maintenance, repair, and improvement of Interstate 80, the payment by the Commission of annual payments to PennDOT, and the issuance of special revenue bonds by the Commission. On April 6, 2010, FHWA informed PennDOT and the Commission that it was unable to approve the application to toll Interstate 80 under the Interstate System Reconstruction and Rehabilitation Pilot Program.

Act 44 requires the Commission to fix toll rates such that revenues from tolls and other sources to the Commission are sufficient to pay the cost of the System’s operation, construction, expansion and maintenance, all Commission obligations and interest thereon, sinking fund requirements of the Commission, other requirements in any trust indentures, notes or resolutions, and payments to the PennDOT under the Lease.

I-3. Issuing Office. This RFQ is issued for the Commission by the **Office of the Chief Counsel, Pennsylvania Turnpike Commission, P.O. Box 67676, Harrisburg, PA 17106-7676**. All questions regarding this RFQ must be directed to the Commission pursuant to the process identified in Section I-8 below. No questions will be addressed except through such process.

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

I-5. Problem Statement.

A. General Description

The Commission is soliciting statements of qualifications from law firms for the purpose of creating a pool or pools of potential firms to serve as bond, special, underwriters and possibly disclosure counsel from which the Commission may select for individual bond financings. Such selection may be made with or without the issuance of a subsequent Request for Proposals with respect to a specific transaction.

The Commission does not intend to name all firms that could potentially be deemed “qualified” to the pool, but rather intends to select those firms that best meet the Commission’s selection criteria, as identified in Section III-3 of this RFQ.

B. Requested Services

Service as bond, special, underwriters, and/or disclosure counsel for Commission’s public finance transactions.

I-6. Rejection of Statements of Qualification. The Commission reserves the right to reject any and all Statements of Qualification received as a result of this request.

I-7. Incurring Costs. The Commission is not liable for any costs incurred by firms in their preparation and submission of Statements of Qualification, in participating in the RFQ process or in anticipation of award of bond underwriting opportunities.

I-8. Questions and Answers. Written questions may be submitted to clarify any points in the RFQ which may not have been clearly understood. Written questions should be submitted via email to RFP-Q@paturnpike.com with “RFQ 10-10190-2625” in the subject line to be received no later than **4:00 pm, EDT, June 3, 2010**. All questions and written answers will be posted to the website as an addendum to and become part of this RFQ. No questions regarding the RFQ will be addressed except through this process.

I-9. Addenda to the RFQ. If it becomes necessary to revise any part of this RFQ before the response date, addenda will be posted to the Commission’s website under the original RFQ document.

It is the responsibility of all firms to periodically check the website for any new information or addenda to the RFQ.

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

I-10. Response. To be considered, Statements of Qualification must be delivered to the Pennsylvania Turnpike Commission's Contracts Administration Department, Attention: Donald S. Klingensmith, P.E., Manager of Contracts Administration, on or before **2:00 pm EDT, June 21, 2010**. 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 delivery does not guarantee delivery to this address by the above-listed time for submission. Respondents should allow sufficient delivery time to ensure timely receipt of their proposals. If the Commission office location to which Statements of Qualifications are to be delivered is closed on the 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 Respondents are otherwise notified by the Commission, the time for submission of responses shall remain the same.

I-11. Statements of Qualifications. To be considered, Respondents should submit a complete response to this RFQ, using the format provided in PART II. Each Statement of Qualifications should be submitted in **8** copies to the Contract Administration Department. No other distribution of Statements of Qualification will be made by the Respondent. Each page should be numbered for ease of reference. Statements of Qualification must be signed by an official authorized to bind the Respondent to its provisions and include the Proposer's Federal Identification Number.

I-12. Economy of Preparation. Statements of Qualifications should be prepared simply and economically, providing a straightforward, concise description of the Respondent's ability to meet the requirements of the RFQ. For submissions, the body of the proposal shall not exceed twenty (20) pages of 12 point type, excluding required tables and appendices.

I-13. Statement of Qualifications Contents. Statements of Qualifications will be held in confidence and will not be revealed or discussed with competitors, unless disclosure is required to be made (i) under the provisions of any Commonwealth or United States statute or regulation; or (ii) by rule or order of any court of competent jurisdiction. All material submitted with the statement becomes the property of the Commission and may be returned only at the Commission's option. Statements of Qualifications submitted to the Commission may be reviewed and evaluated by any person other than competing Respondents at the discretion of the Commission. The Commission has the right to use any or all ideas presented in any response. Selection or rejection of the responding firm does not affect this right.

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

identifying the specific portion(s) of the response that contains the trade secret or confidential proprietary information.

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

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-14. Debriefing Conferences. Respondents whose firms are not selected 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, other than the position of its response in relation to all other responses.

I-15. News Releases. News releases pertaining to this project will not be made without prior Commission approval, and then only in coordination with the Issuing Office.

I-16. Term of Appointment. The Commission intends that the pools established pursuant to this request will remain in effect for three years, but reserves the right to extend the term of the pools for up to three (3) one-year extensions.

I-17. 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 underwriting pools. Any misstatement, omission or misrepresentation shall be treated as fraudulent concealment from the Issuing Office of the true facts relating to the submission of this Statement of Qualifications. A misrepresentation shall be punishable under 18 Pa. C.S. § 4904.
- b. To the best knowledge of the person signing the proposal for the Respondent, the Respondent, its affiliates, subsidiaries, officers, directors, and employees are not currently under investigation by any governmental agency and have not in the last four (4) years been convicted or found liable for any act prohibited by State or Federal law in any jurisdiction, involving conspiracy or collusion with respect to bidding or proposing on any public contract, except as disclosed by the Respondent in its Statement of Qualifications.
- c. To the best of the knowledge of the person signing the proposal for the Respondent and except as otherwise disclosed by the Respondent, the Respondent has no outstanding, delinquent obligations to the Commonwealth including, but not limited to, any state tax liability not being contested on appeal or other obligation of the Respondent that is owed to the Commonwealth.
- d. The Respondent is not currently under suspension or debarment by the Commonwealth, or any other state, or the federal government, and if the Respondent cannot certify, then it shall submit along with the Statement of Qualifications a written explanation of why such certification cannot be made.
- e. Each Respondent, by submitting its Statement of Qualifications, authorizes all Commonwealth agencies to release to the Commission information related to liabilities to the Commonwealth including, but not limited to, taxes, unemployment compensation, and workers' compensation liabilities.

PART II

INFORMATION REQUIRED FROM RESPONDENTS

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

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

II-1. Required Information

A. Title Page

Show the name of Respondent's firm, address, telephone number, name of contact person, date and the subject: REQUEST FOR QUALIFICATIONS FOR BOND, SPECIAL, UNDERWRITER'S AND DISCLOSURE COUNSEL SERVICES. Indicate whether your firm is requesting to be considered for qualification as lead counsel and/or co-counsel.

B. Table of Contents

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

C. Cover Letter and Executive Summary

This letter should be signed by the person in your firm who is authorized to negotiate terms, render binding decisions and commit the firm's resources.

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

(Limit to two pages.)

D. Firm Overview

Provide a brief history and description of your firm and its public finance practice and experience. 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.

E. Personnel and References

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. For the proposed personnel, provide a list of five clients worked with in the last 36 months; a brief description of the type and size of transaction and the services you provided; and the names, titles, addresses and telephone numbers of the government officials primarily responsible for the transactions. You should only list clients and transactions which are similar to financings contemplated by the Commission (i.e., taxable or tax-exempt new money issues, variable rate financings, refundings, derivatives, etc.).

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.

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 efficiently, timely and, at times, expeditious manner.

F. Relevant Experience

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 the Commission or comparable issues, and financings of similar size, types and structures, including other financings in Pennsylvania.

In narrative form describe your firm's experience as Counsel for governmental entities in Pennsylvania and for other state governments and state level issuers, if any. Include your firm's experience in handling taxable and non-taxable issues, debt and escrow restructuring, toll road and toll bridge financing, and other alternative short term instruments. Identify the dates of the transaction, type of transactions, name of issuers, par amount of borrowings, description of the projects, the firm's role in the transactions, and whether the transactions were taxable or tax-exempt.

In narrative form describe in detail any key issues addressed by your firm in handling the following:

- i. Build America Bonds
- ii. Interest Rate Derivatives
- iii. Debt/Escrow Restructuring
- iv. Developing Indentures for New Credits

Provide a discussion of your firm's knowledge and understanding of PA Act 44 of 2007 as it relates to Commission bond transactions.

G. Disciplinary Action

Provide a detailed description of a) any litigation or administrative proceeding in which the firm was a party in any matter related to the professional activities of the firm during the five years

prior to the date of this RFQ; b) litigation, investigation, or proceeding in which a court or administrative agency is addressing any question relating to the professional activities of the firm or its members; and c) any notice of official action, administrative inquiries or formal SEC, MSRB or IRS challenges pertaining to any public finance transaction, or relating to any public finance matter in which the firm served as bond counsel, underwriters counsel, or other form of special counsel in a municipal financing transaction.

H. Potential Conflict of Interest

Identify any relationships or activities that might present a conflict of interest if your firm is selected as Counsel for Commission public finance transactions.

Provide a detailed description of your firm's existing system for identifying conflicts of interest. A conflict would include, without being limited to, the representation of any party in a matter adverse to the Commission to which a waiver had not been previously granted by the Commission. Provide sufficient facts, legal implications, and possible effects so that the Commission may evaluate the significance of each potential conflict. Describe how the firm proposes to resolve the conflicts.

I. Malpractice Insurance

Describe the level of malpractice insurance carried, including the deductible amount, to cover errors and omissions and negligence. Professional liability insurance must be through an AA Best-Rated insurance carrier and must include coverage for practice in the area of federal and state securities and tax law.

II-2. Commitment to Diversity.

It is a goal of the Commission to utilize qualified firms that have a demonstrated history of hiring, training, developing, promoting and retaining minorities and women and to encourage participation by qualified certified minority and woman-owned (MBE/WBE) firms, if available. The Commission recognizes the following minority and woman-owned business certifications for this RFQ. The Commission reserves the right to amend this list and maintains sole decision-making authority on the acceptance of certifying agencies and designations.

PA Unified Certification Program - www.paucp.com

PA Department of General Services - www.dgs.state.pa.us

National Minority Supplier Development Council - www.nmsdcus.org

Women Business Enterprise National Council - www.wbenc.org

U.S. Small Business Administration small disadvantaged businesses or 8(a) small disadvantaged business concerns

A. Diversity Questionnaire. A diversity questionnaire is required to be completed by the Respondent to ensure a commitment to equal opportunity and affirmative action (see **Attachment A.**).

- B. Purpose of Diversity Questionnaire.** The information requested in the Diversity Questionnaire is designed to elicit appropriate information about the Respondent in order to verify that its work environment demonstrates a strong commitment to diversity.
- C. Types of Information Requested.** The required information includes information on the demographics of the Respondent's upper level management and corporate commitment to diversity and equal opportunity initiatives.
- D. Certification Requirement.** A person authorized to bind the Respondent contractually must submit with the firm's statement of qualifications a certification outlining the Respondent's continued commitment to its diversity initiatives.

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 committee of qualified personnel selected by the Commission. This committee will recommend for selection those firms that most closely meet the requirements of the RFQ 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 evaluating each proposal.

1. Overall
 - a. Responsiveness, organization, and clarity of Statement of Qualifications.
 - b. Presence in and commitment to the Commonwealth of Pennsylvania.
 - c. Organization, size and structure of firm.
 - d. Adequate resources dedicated to tax securities and municipal bond transactions.
 - e. Knowledge and experience in municipal securities and tax law.
 - f. Ability to perform tasks in an efficient, timely and, at times, expeditious manner.
2. Assigned Personnel
 - a. Qualifications and experience as Counsel for tax-exempt and taxable bond and note financings including demonstrated ability, tenure with firm, length of time in the industry and type of experience in municipal financings.
 - b. Responses of references.
 - c. Location and availability to Commission staff.
3. Firm Experience
 - a. Public finance practice/capabilities.
 - b. Relevant experience in complex public-finance transactions.
 - c. Responses of references.
 - d. Size and number of prior bond issues.
4. Commitment to Diversity. The Respondent's demonstrated diversity and equal employment record, including: (i) recognition of the Respondent's equal employment opportunity and diversity policies, programs and initiatives; (ii) the diversity of the staff that will be substantially involved in work performed for the Commission and the firm's plan for utilizing minority and women staff in such work; (iii) the Respondent's status as a certified MBE/WBE; and (iv) the Respondent's plan for utilizing minority and women staff in partnering or joint venture arrangements proposed by the firm, if applicable.

ATTACHMENT A
Diversity Questionnaire

PENNSYLVANIA TURNPIKE COMMISSION

Diversity Questionnaire

I. Company Demographic Profile

Number of Employees (report employees in only one category) Race/Ethnicity														
Job Categories	Hispanic or Latino		Non-Hispanic or Latino											
	Male	Female	Male						Female					
			White	Black or African-American	Native Hawaiian or other Pacific Islander	Asian	American Indian or Alaska Native	Two or more races	White	Black or African-American	Native Hawaiian or other Pacific Islander	Asian	American Indian or Alaska Native	Two or more races
Executives/Senior Level Officials and Managers														
First/Mid-Level Officials and Managers														
Professionals														
Technicians														
Sales Workers														
Administrative Support Workers														
Craft Workers														
Operatives														
Laborers and Helpers														
Service Workers														
Total														
2009 Total														
2008 Total														

(NOTE: proposers can also attach Employer Information Reports EEO-1 for the last 3 years)

II. Demographic Profile of Staff Assigned to this Engagement

Number of Employees (report employees in only one category) Race/Ethnicity														
Job Categories	Hispanic or Latino		Non-Hispanic or Latino											
	Male	Female	Male						Female					
			White	Black or African-American	Native Hawaiian or other Pacific Islander	Asian	American Indian or Alaska Native	Two or more races	White	Black or African-American	Native Hawaiian or other Pacific Islander	Asian	American Indian or Alaska Native	Two or more races
Executives/Senior Level Officials and Managers														
First/Mid-Level Officials and Managers														
Professionals														
Technicians														
Sales Workers														
Administrative Support Workers														
Craft Workers														
Operatives														
Laborers and Helpers														
Service Workers														
Total														

III. Employment Practices Information

1. Please provide a copy of your company’s equal opportunity and affirmative action policy.
2. Does your company actively recruit minority and women professionals for senior level positions? Yes or No

IV. MBE/WBE Certification Status

1. Is your company certified as a minority or woman-owned business enterprise with the certifying agencies listed above? Yes or No
2. If yes, please provide a copy of your certification.
3. If No, please list all other jurisdictions and/or certifying bodies that have deemed your company minority and/or women-owned. Also, please provide a copy of each certification.
4. If your company has applied for but has not, as of the issuance of the RFP, been certified as a minority or women-owned business enterprise by the certifying agencies listed above, you must submit proof of a pending application, including the filing date.

V. Strategic Plan and Diversity Initiatives

1. Please provide a copy of your company's Diversity Policy statement.
2. Does your company have a full-time "Director of Diversity" or someone whose primary responsibility is to oversee administration and compliance with the company's diversity business development? Yes or No
3. Separate from your company's Diversity Policy Statement, is your company's CEO or Chief Procurement Officer ("CPO") committed to and engaged in the process of diversity business development? Yes or No

If yes, please attach a signed statement from your CEO or CPO, if available.

4. Does your company have a registration process for disadvantaged, minority, and women-owned companies interested in doing business with you (Supplier Diversity)? Yes or No
5. Does your company currently track procurement spending with diversity, minority and women owned businesses? Yes or No
6. Does your company have a documented numeric goal for utilizing disadvantaged, minority, and women owned businesses as suppliers? Yes or No

If yes, please provide documentation of this goal as a percentage of total procurement dollars.

VI. Joint Venture / Strategic Partnerships / Sub-contracting *(if applicable)*

1. Has your company engaged in any prior partnering arrangements with certified MBE/WBE companies? (Responses should include the nature of the engagement, how such arrangement was structured, and a description of how the services and fee were allocated).
2. Please state your company's willingness, if any, to partner with a certified MBE/WBE. Explain how you would suggest structuring such an arrangement and allocating work in a manner that ensures that partnered MBE/WBE companies receive appropriate credit and compensation for the services they provide.

Addendum No. 1

RFP # 10-10190-2625

Bond, Special, Underwriters and Disclosure Counsel

Following is the answer to the only question submitted in response to the above referenced RFP as of June 3, 2010. The question is listed verbatim, as received by the Pennsylvania Turnpike Commission.

1. Can two firms submit a joint proposal for services? If so, does the joint proposal need to address the division of responsibilities between the firms in a single role, or in the form of multiple roles?

The RFP does not prohibit a joint submission. The firm may address the division of responsibilities between the firms as it deems appropriate and responsive.

All other terms, conditions and requirements of the original RFP dated May 12, 2010, remain unchanged unless modified by this Addendum.

Addendum No. 2

RFP # 10-10190-2625

Bond, Special, Underwriters and Disclosure Counsel

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

REVISIONS

1. Page 9, Item No. II-1, Letter I, should read as follows:
- 2.

I. Malpractice Insurance

Describe the level of malpractice insurance carried, including the deductible amount, to cover errors and omissions and negligence. Professional liability insurance must be through an **AM** Best-Rated insurance carrier and must include coverage for practice in the area of federal and state securities and tax law.

All other terms, conditions and requirements of the original RFP posted May 12, 2010 remain unchanged unless modified by this Addendum.