



RFP #03-2018R

REQUEST FOR PROPOSALS AND QUALIFICATION STATEMENTS
FOR THE PROVISION
OF GENERAL COUNSEL

Issuance of Request for Proposals: July 26, 2018

Question & Answer Cut-off Date: August 16, 2018

Proposals Due: August 30, 2018

Time: 3:00 PM Prevailing Time

Issued by:

NORTH JERSEY DISTRICT WATER SUPPLY COMMISSION
ONE F.A. ORECHIO DRIVE
WANAQUE, N.J. 07465

DEFINED TERMS

The following definitions shall apply to and are used in this Request for Proposals:

"Applicable Law" – means any statute, law, constitution, charter, ordinance, resolution, judgment, order, decree, rule, regulation, directive, standard or similarly binding authority, which shall be enacted, adopted, promulgated, issued or enforced by a governmental body relating to the Commission, the Selected Respondent or the performance of the Services.

"Commission" - refers to the North Jersey District Water Supply Commission.

"RFP" – refers to this Request for Proposals, including any amendments thereof or supplements thereto.

"Proposal" – refers to the complete response submitted by a Respondent.

"Respondent" or "Respondents" - refers to the interested person(s) and/or firm(s) that submit a Proposal.

"Qualified Respondent" - refers to those Respondents who, in the sole judgment of the Commission, have satisfied the qualification criteria set forth in this RFP.

"Selected Respondent" – refers to the Qualified Respondent selected by the Commission for the award of a contract to perform the Services.

"Contractor" - as referenced in Section 1.8 of this RFP, refers to the Selected Respondent.

"Services" - refers to the services to be provided by the Selected Respondent for the provision of **General Counsel** for a two (2) year period in accordance with the provisions of this RFP and the Contract to be prepared by the Commission.

SECTION 1

INTRODUCTION AND GENERAL INFORMATION

1.1. Introduction and Purpose.

The Commission is organized and exists under and pursuant to N.J.S.A. 58:5-1 et seq., and is a public body politic and corporate formed by its member municipalities and authorized to acquire, develop and operate a water supply system for use by any municipality in the Counties of Sussex, Warren, Hunterdon, Passaic, Morris, Monmouth, Somerset, Bergen, Hudson, Essex, Union and Middlesex (the "District"). Pursuant to its enabling legislation, the Commission is authorized to finance, construct and place into operation, and operate and use facilities deemed necessary for and incidental to the treatment, filtration, transmission and distribution of potable water for the benefit of municipalities within the District. The Commission presently contracts with municipalities, regional municipal purveyors, and publicly and privately-owned utilities. It is operated on a non-profit basis and funded through the municipalities and utilities that are contract participants of the Commission.

Through its Wanaque North and South projects, the Commission provides potable water to numerous contracting municipalities. Additionally, the Wanaque South Project includes a joint venture between the Commission and United Water-New Jersey.

The Commission is soliciting Proposals, including Respondent's qualifications, to perform the Services, as more particularly described herein and select a General Counsel for a two (2) year retention. Through this RFP, firms interested in assisting the Commission with the provision of the Services must prepare and submit a Proposal in accordance with the procedures and schedule set forth in this RFP. The Commission will review Proposals only from those firms that submit a Proposal that includes all the information required to be included as described herein, in the sole judgment of the Commission. The Commission will select the Respondent which it determines is best qualified to provide General Counsel to the Commission for two (2) years, price and other factors considered.

1.2. Procurement Process and Schedule.

The Commission has structured a competitive process in order to ensure that each firm is provided an equal opportunity to submit a Proposal in response to the RFP. Proposals will be evaluated in accordance with the criteria set forth in Section 5 of this RFP, which will be applied in the same manner to each Proposal received.

The award of a contract to the Selected Respondent is subject to P.L. 2005, c. 51 (Chapter 51), codified at N.J.S.A. 19:44A-20.13 et seq., and Executive Order 117 (2008) (commonly known as pay to play limitations) and the New Jersey Election Law Enforcement Commission disclosure requirements set forth in P.L. 2005, C. 271, as amended, codified at N.J.S.A. 19:44A-20.26, and as more fully described in Section 1.8 of this RFP. Respondents, as part of this procurement process, and if selected must at all times, abide by all requirements of New Jersey law, and all relevant Executive Orders.

Proposals will be reviewed and evaluated by a Commission-established "Evaluation Committee" to determine if each Respondent has met the required professional and administrative requirements set forth in this RFP. Under no circumstances will a member of the Evaluation Committee review responses to an RFP for services for which they or their firm submitted a response hereunder. Based upon the totality of the information contained in the Proposal, including information about the reputation and experience of each Respondent, the Commission will, in its sole judgment, determine which Respondents are qualified (from professional, administrative and financial standpoints). Each Respondent who meets the requirements of the RFP, in the sole judgment of the Commission, will be designated as a Qualified Respondent and from that pool of Qualified Respondents the Commission will choose the Selected Respondent.

The procurement process commences with the issuance of this RFP. The steps involved in the process and the anticipated completion dates are set forth in Table 1, Procurement Schedule. The Commission reserves the right to amend, modify or alter the Procurement Schedule upon notice to all potential Respondents.

All communications concerning this RFP or the RFP process shall be directed to the Commission's Designated Contact Person, William Schaffner, Chief Financial Officer, in writing and e-mailed to bschaffner@njdwsc.com. Respondents are advised not to call the Commission or any individual Commissioner for information.

Respondents must submit an original and ten (10) copies of the Proposal and Qualification Statement. Proposals must be submitted to:

**William Schaffner, Chief Financial Officer
North Jersey District Water Supply Commission
One F.A. Orechio Drive
Wanaque, New Jersey 07465**

Proposals must be received by the Commission, via mail, overnight delivery or hand delivery, by 3:00 PM, Prevailing Time, August 30, 2018. Proposals will not be accepted by facsimile transmission or e-mail.

Subsequent to issuance of this RFP, the Commission (through the issuance of addenda to all firms that have received a copy of the RFP) may modify, supplement or amend the provisions of this RFP in order to respond to inquiries received from prospective Respondents or as otherwise deemed necessary or appropriate by, and in the sole judgment, of the Commission.

**TABLE 1
ANTICIPATED PROCUREMENT SCHEDULE**

ACTIVITY	DATE
1. Issuance of Request for Proposals	<u>July 26, 2018</u>
2. Question & Answer Cut-Off Date	<u>August 16, 2018</u>
3. Proposal Submission Date.....	<u>August 30, 2018</u>
4. Tentative Contract Award Date.....	<u>September 26, 2018</u>

1.3. Conditions Applicable to RFP.

Upon submission of a Proposal in response to this RFP, the Respondent acknowledges and consents to the following conditions relative to the submission and review and consideration of its Proposal:

- All costs incurred by the Respondent in connection with responding to this RFP shall be borne solely by the Respondent.
- The Commission reserves the right, in its sole judgment, to reject for any reason any and all Proposals, and components thereof, and to eliminate any and all Respondents responding to this RFP from further consideration.
- The Commission reserves the right, in its sole judgment, to reject any Respondent that submits incomplete responses to this RFP, or a Proposal that is not responsive to the requirements of this RFP.
- The Commission reserves the right, without prior notice, to supplement, amend, or otherwise modify the terms of this RFP, or otherwise request additional information.
- All Proposals shall become the property of the Commission upon submission and will not be returned.
- All Proposals will be made available to the public at the appropriate time, as determined by the Commission in its sole discretion, and in accordance with applicable law.

- The Commission may request Qualified Respondents to send representatives to the Commission for interviews.
- Any and all Proposals not received by the Commission by 3:00 PM, Prevailing Time, on **August 30, 2018** will be rejected.
- Neither the Commission, nor its respective Commissioners, staffs, consultants or advisors (including but not limited to the Evaluation Committee) shall be liable for any claims or damages resulting from the solicitation or preparation of any Respondent's Proposals, nor will there be any reimbursement to Respondents for the cost of preparing and submitting a Proposal or for participating herein.

1.4. **Rights of Commission.**

The Commission reserves, holds and may exercise, at its sole discretion, the following rights and options with regard to this RFP and the procurement process in accordance with the provisions of applicable law:

- To determine that any Proposal received complies or fails to comply with the terms of this RFP.
- To change or alter the schedule for any events called for in this RFP upon the issuance of notice to all prospective Respondents who have received a copy of this RFP.
- To conduct investigations of any or all of the Respondents, as the Commission deems necessary or appropriate, to clarify the information provided as part of the Proposal and to request additional information to support the information included in any Proposal.
- To suspend or terminate the procurement process described in this RFP at any time, in its sole discretion. If terminated, the Commission may determine to commence a new procurement process or exercise any other rights provided under applicable law without any obligation to the Respondents.
- To supplement, amend or otherwise modify the RFP through issuance of addenda to all prospective Respondents who have received a copy of this RFP.
- To waive any technical non-conformance with the terms of this RFP.
- To reject any Proposal as non-responsive, to the extent permitted by applicable law, that takes any exception or makes any additions to any term or condition of the RFP (including the Proposal forms in the Appendices).
- To request clarification or amplification from any Respondent regarding its Proposal, or any portion thereof.

- To request an oral presentation with all Qualified Respondents, if it believes that it would be helpful to the Commission or Evaluation Committee to do so.
- To negotiate with one or more Respondents after receipt of Proposals on any of the final terms and conditions of the retention, including price, so long as the Commission maintains a written record of all such negotiations.
- To reserve the right to waive minor irregularities. The Commission also reserves the right to waive a mandatory requirement provided that:
 1. the requirement is not mandated by law; or
 2. all of the otherwise responsive Proposals failed to meet the mandatory requirement; or
 3. in the sole discretion of the Commission, the failure to comply with the mandatory requirement does not materially affect the procurement or the Commission's interests associated with the procurement.

1.5. Addenda or Amendments to RFP.

During the period provided for the preparation of responses to the RFP, the Commission may issue addenda, amendments or answers to written inquiries. Those addenda will be noticed by the Commission and will constitute a part of the RFP. All responses to the RFP shall be prepared with full consideration of the addenda issued prior to the submission date for the Proposal.

1.6. Cost of Proposal Preparation.

Each Proposal shall contain all information required to be submitted pursuant to the RFP and shall be prepared at the sole cost and expense of the Respondent. The Respondent agrees that it will not seek reimbursement from the Commission, its Commissioners, staff or consultants for the costs or expenses incurred in the submission of a Proposal.

1.7. Proposal Format.

Proposals should cover all information requested in this RFP. Proposals that, in the sole judgment of the Commission, fail to meet the requirements of the RFP or are in any way conditional, incomplete, obscure, contain additions or deletions from requested information, or contain errors, may be rejected.

1.8. Campaign Contributions and Expenditure Reporting.

In order to safeguard the integrity of the Commission's procurement process, the Commission has imposed restrictions to insulate the award of contracts from political contributions that pose the risk of improper influence, purchase of access, or the appearance thereof. The terms and conditions set forth in this section are material terms of any contract resulting from this RFP.

a. Definitions. For the purposes of this section, the following shall be defined as follows:

(i) Contribution – means a contribution reportable by a recipient under “The New Jersey Campaign Contributions and Expenditures Reporting Act.” N.J.S.A. 19:44A-1 et seq., and implementing regulations set forth at N.J.A.C. 19:25-7 and N.J.A.C. 19:25-10.1 et seq. Currently, contributions in excess of \$300 during a reporting period are deemed “reportable” under these laws.

(ii) Contractor – means any natural or legal person, business corporation, professional service corporation, Limited Liability Company, partnership, limited partnership, business trust, association or any other legal commercial entity organized under the laws of New Jersey or any other state or foreign jurisdiction. It also includes (a) all principals who own or control more than ten (10%) percent of the profits or assets of a Contractor or more than ten (10%) percent of the stock in the case of a Contractor that is a corporation for profit, as appropriate; (b) any subsidiaries directly or indirectly controlled by the Contractor; (c) any political organization organized under 26 U.S.C.A. 527 that is directly or indirectly controlled by the Contractor, other than a candidate committee, election fund, or political party committee; and (d) if a Contractor is a natural person, that person's spouse or child, residing in the same household.

b. Breach of Contract.

It shall be a breach of the terms of any contract for the Contractor to (i) make or solicit a contribution in violation of the terms of this section, (ii) knowingly conceal or misrepresent a contribution given or received; (iii) make or solicit contributions through intermediaries for the purpose of concealing or misrepresenting the source of the contribution; (iv) make or solicit any contribution on the condition or with the agreement that it will be contributed to a campaign committee or any candidate for or holder of the public office of Governor, or to any State or county party committee; (v) engage or employ a lobbyist or consultant with the intent or understanding that such lobbyist or consultant would subject that entity to the restrictions of this section; (vi) fund contributions made by third parties, including consultants, attorneys, family members, and employees; (vii) engage in any exchange of contributions to circumvent the intent of this section; or (viii) directly or indirectly through or by any other person or means, do any act which would subject that entity to the restrictions of this section.

c. Certification and Disclosure Requirements.

(i) The Commission is prohibited from entering into a contract with any Contractor for services or any material, supplies or equipment, or to acquire, sell or lease any land or building, where the value of the transaction exceeds \$17,500, if that Contractor has solicited or made any contribution of money, or pledge of contribution, including in-kind contributions to a candidate committee and/or election fund of any candidate for or holder of the public office of Governor, or to any State or county political party committee: (1) within the eighteen (18) months immediately preceding the commencement of negotiations for the contract or agreement; (2) during the term of office of a Governor, in the case of contributions to a candidate committee or election fund of the holder of that office, or to any State or county political party committee of a political party nominating such Governor in the last gubernatorial election preceding the commencement of such term; or (3) within the eighteen (18) months immediately preceding the last day of the term of office of Governor, in which case such prohibition shall continue through the end of the next immediately following term of the office of Governor, in the case of contributions to a candidate committee or election fund of the holder of that office, or to any State or county political party committee of a political party nominating such Governor in the last gubernatorial election preceding the commencement of the latter term. Effective November 15, 2008, Executive Order No. 117 extends the above prohibition to contributions made to a candidate committee or election fund of any candidate for or holder of the office of Lieutenant Governor, and to contributions made to a legislative leadership committee or a municipal political party committee.

(ii) At the time of the submission of its Proposal, a Contractor shall report all contributions the Contractor made during the preceding four (4) years to any political organization organized under 26 U.S.C. 527 of the Internal Revenue Code that also meets the definition of a "continuing political committee" within the meaning of N.J.S.A. 19:44A-3(n) and N.J.A.C. 19:25-1.7. The required forms and instructions are included in this RFP package and must be returned with a Contractor's Proposal fully complete. ***Failure to submit the fully completed Certification and Disclosure(s) with a Proposal may result in the rejection of the Proposal, as well as preclude future contract opportunities in the sole judgment of the Commission.***

(iii) Further, the Contractor is required, on a continuing basis, to report any contributions it makes during the term of the Contract, and any extension(s) thereof, at the time any such contribution is made. The required form and instructions are available for review on the Purchase Bureau website at <http://www.state.nj.us/treasury/purchase/forms.shtml> and shall be provided to the intended awardee with the Notice of Intent to Award.

d. Disclosure Review.

The Commission shall ensure that the disclosures submitted pursuant to this section, as well as any other pertinent information concerning the contributions or reports thereof by the intended awardee, prior to award, or during the term of the Contract, by the Contractor are reviewed by the appropriate authorities. If it is determined that any contribution or action by the Contractor constitutes a breach of contract that poses a conflict of interest in the awarding of the contract under this solicitation, the Commission shall disqualify the Contractor from award of such contract.

1.9. Affidavit of Moral Integrity.

Together with the Proposal, the Respondent(s) must submit a completed, signed, dated and notarized Affidavit of Moral Integrity on the form attached hereto for review and approval by the Commission. (Exhibit A)

1.10. Requirements of Executive Order #37.

On September 25, 2006, Governor Corzine signed Executive Order #37, which sets forth a series of reforms concerning the State's independent authorities. This RFP process shall at all times comply with the provisions of E.O. #37 requiring a "fair and transparent process." The Commission has established a scoring process and an Evaluation Committee pursuant to EO #37 and will be using both when determining which firm(s) to award a contract to. The factors that the Commission will use as part of this scoring process may include, but are not limited to, the following:

- a. The background, qualifications, skills, and experience of the firm and its staff;
- b. The firm's degree of expertise concerning the area at issue;
- c. The Commission's prior experiences with the firm;
- d. The firm's familiarity with the work, requirements, and systems of the State authority;
- e. The firm's proposed approach to the scope of work set forth in the project description or specifications;
- f. The firm's capacity to meet the requirements of the project at issue;
- g. The firm's references;
- h. Interviews with prospective firms; and
- i. Geographical location of the firm's offices.

Respondents are directed to Section 5 of this RFP for a complete description of the criteria to be utilized by the Commission in reviewing and evaluating each Proposal.

Section 2 of the RFP describes the Scope of Services to be performed by the Selected Respondent during the term of the Contract. As part of the criteria that the Evaluation Committee and the Commission will use to assess the Proposals submitted in response to the RFP, Respondents are required to demonstrate their qualifications and experience in providing these services, and to describe their experience in performing these services under similar contracts.

Should an oral presentation be requested by the Commission, it will be an opportunity for the Respondent to introduce its staff to the Commission, and to present supplementary information regarding its Proposal and credentials, as related to the specific needs of the Commission. The Respondent may use materials during this oral presentation; provided, however, that the presentation will be restricted to a maximum time period specified by the Commission, including the time allotted for a question and answer period. Information relating to the Respondent's recent experience on similar assignments, approach to the work and the use of innovative and/or cost effective measures should be included in the oral presentation.

1.11. Contract Term.

The initial term anticipated for this Contract is two (2) years. However, the Commission reserves the right to renew the Agreement, at its sole discretion, for up to two (2) consecutive, one (1) year terms, under the same conditions of the original Contract.

SECTION 2

SCOPE OF SERVICES

It is the intent of the Commission to solicit Proposals from Respondents that have expertise in the provision of the Services. Firms and/or persons responding to this RFP must demonstrate that they will have the continuing capabilities to perform these Services.

2.1. General.

The Commission requires the services of General Counsel to provide legal services in all areas of public sector representation, including but not limited to, the following:

- Attendance at regular, special and emergency meetings of the Commission;
- Attendance at all other meetings that the Board of the Commission or its Executive Director deem necessary;
- Consultation with members of the Board of the Commission, the Executive Director, or others at the direction of the Executive Director, requiring legal services relating to Commission matters;
- Representation and/or review of any and all litigation relating to Commission matters that the Board of the Commission or its Executive Director deem necessary, except that the Commission retains the sole discretion to procure separate counsel for specific litigation matters;
- Focus on identifying risks early, strategically navigating around them, and implementing the best strategy for attaining the Commission's legal and policy goals;
- Preparation of legal opinions requested by the Board of the Commission or its Executive Director;
- Review of all correspondence referred by the Board of the Commission or by its Executive Director, and others designated by the Executive Director, and preparation of correspondence on behalf of the Commission if requested;
- Preparation and/or review of agreements, resolutions and such other documents when requested by the Board of the Commission or its Executive Director;
- Review, where appropriate, as directed by the Board of the Commission or its Executive Director as to services performed by persons employed as Special Counsel to the Commission;
- Prepare and submit to the Executive Director for distribution to the Board of the Commission a monthly Counsel Report detailing the work by each task and/or project which had been performed during the previous month. The Firm shall not bill for the preparation of the Monthly Counsel Report. This

- report must be submitted with the monthly Invoice to the Commission; and
- Any and all other legal matters for which the services of General Counsel are deemed appropriate by the members of the Board of the Commission or its Executive Director.

2.2. Personnel.

The Selected Respondent shall:

1. Have the personnel necessary to provide the Services as described in Section 2.1;
2. Ensure that no personnel provided by the Selected Respondent are or shall be employees of the Commission or shall have any contractual relationship with the Commission other than the retention;
3. Ensure all of the Services to be provided by the Selected Respondent pursuant to this Agreement will be provided by personnel qualified to perform the particular work; and
4. Ensure that none of the Services to be provided by the Selected Respondent shall be provided by any subconsultant or under any subcontract for services without the prior written consent of the Commission.

2.3. Termination of Engagement.

If deemed appropriate and cost-effective, the Commission may decide to allow current Counsel to continue their representation with respect to pending matters or projects. This will be determined on a case by case basis by the Executive Director.

2.4. Submission of Payment.

All invoices submitted by Counsel will be reviewed by Commission staff for accuracy and compliance with the RFP, the Professional Services Agreement and the Guidelines for General Counsel Invoices.

The Commission reserves the right to review and adjust submitted invoices as it deems appropriate.

2.5. Expenses.

- a. **The Commission will reimburse for the following expenses accordingly:**
 - Expenses incurred that are normal and ordinary during the course of providing the Services, as outlined under Section 2.1.
 - Additional expenses may be approved by the Executive Director in extraordinary circumstances. Such approval must be received before said expenses are incurred.

- b. **The Commission will not reimburse for the following expenses:**
- Courier charges (unless there is prior approval).
 - Case Management legal education and/or attorney conferences for any of the firm's counsel and legal personnel.
 - Computerized legal research costs without prior approval of the Executive Director
 - Law Office staff overtime
 - Cell phone or other telephone charges
 - Rent
 - Office Supplies
 - Meals
 - Cabs and/or car services
 - Non-attorney or non-paralegal staff charges
 - Summer interns or legal interns
 - Any surcharge over actual costs
 - Mileage
 - Travel time to meetings at Commission locations
 - Time spent by attorneys or others in preparing monthly status reports
 - Secretarial work or word processing time
 - Two or more attorneys working concurrently on the same project/assignment
- c. **Other Non-Compensable Tasks:**
- General or status file reviews
 - File reviews caused by a decision in Counsel's firm to transfer the entire case or portion of a case between personnel
 - File review to add personnel or replace personnel handling a case
 - Attorney time spent providing supervision, giving work assignments or reviewing work product
 - Research on rules or items considered basic or routine since we have retained Counsel for its expertise
 - Preparation and/or review of internal memos
- d. The Commission will not pay for the attendance of more than one (1) attorney at a meeting unless prior approval has been requested and received from the Executive Director. The Commission will not pay for additional review by Firm's Supervising Attorneys. Only one representative of a Firm shall bill for Intra-Office meetings or consultations.
- e. The Commission will not pay for compilation of the monthly status report.

- f. The Firm shall not charge and the Commission shall not be obligated to pay any additional fees or expenses, unless detailed in this Agreement. The Commission shall not be obligated or liable under this Agreement to any party, other than the Firm, for the payment of any monies or the provision of any goods or services, unless specifically agreed upon between the parties as set forth in writing therein.
- g. Prior authorization by the Executive Director or his designee of any and all expenditures for experts or other professionals must be received before engagement of same on the Commission's behalf. If such authorization is not received, the Commission may deny payment.

SECTION 3

SUBMISSION REQUIREMENTS

3.1. General Requirements.

The Proposal submitted by the Respondent must meet or exceed the professional, administrative and financial qualifications set forth in this Section 3 and shall incorporate the information requested below.

In addition to the information required as described below, a Respondent may submit supplemental information that it feels may be useful in evaluating its Proposal. Respondents are encouraged to be clear, factual, and concise in their presentation of information.

3.2. Content and Form of Proposal Response.

- I. Proposal Format. Proposal content and completeness is an important criterion in the evaluation process. In order to streamline the evaluation process and ensure that all Proposals are evaluated on an equal basis, it is required that proposals adhere to the standard format outlined below for presentation of the requested information.

<u>Section</u>	<u>Section Title</u>
	Letter of Proposal/Letter of Intent
	Table of Contents
1	Introduction/Executive Summary
2	Statement of Qualifications
3	Fee Proposal for Scope of Services

- II. Proposal Content

- a. Letter of Proposal/Letter of Intent.

The Respondent must submit an executed Letter of Proposal (see Appendix A) and an executed Letter of Intent (see Appendix B) signed by the individual who is authorized to commit the Respondent to the Scope of Services and Fee Proposal.

- b. Cover Sheet

Complete the cover sheet attached as Appendix C with the name, address of your firm, contact information for this proposal and the number of attorneys in your firm.

c. Introduction/Executive Summary (Section 1)

This section of the Proposal should contain a brief summary of the background of the Respondent and key personnel, highlighting the benefits the Respondent believes it can contribute to the Commission. Provide a list of the personnel the Respondent proposes to utilize for this contract and identify their individual qualifications. This section of the Proposal should also include the following minimum requirements in the order set forth below:

1. Name, address and telephone number of the Respondent submitting the Proposal pursuant to this RFP, and the name of the key contact person.

2. A description of the business organization (i.e., corporation, partnership, joint venture, etc.) of each firm, its ownership and its organizational structure.

(i) Provide the names and addresses of all Principals of the Respondent submitting the Proposal. For purposes of this RFP, "Principals" mean persons possessing an ownership interest in the Respondent. If the Respondent is a corporation, "Principals" shall include each investor who would have any amount of operational control over the Respondent and every stockholder having an ownership interest of ten percent (10%) or more in the company.

(ii) If a Respondent is a partially owned or a fully-owned subsidiary of another company, identify the parent company and describe the nature and extent of the parents' approval rights over the activities of the Respondent submitting a Proposal. Describe the approval process.

(iii) If the Respondent is a partnership or a joint venture or similar organization, provide comparable information as required in (ii) above for each member of the partnership, joint venture or similar organization.

3. The number of years the Respondent has been in business under the present name.

4. The number of years the Respondent has been under the current management.

5. A statement that the Respondent is in compliance with all applicable affirmative action (or similar) requirements with respect to its business activities, together with evidence of such compliance.

6. A statement as to whether or not the Respondent, or any of its principals, has been adjudged liable for professional malpractice in the past ten (10) years. If yes, please explain.

7. A statement as to whether the Respondent or any of its current principals are now, or have, in the past three (3) years, been the subject of any federal or state investigations or proceeding of any kind under any local, State or Federal laws, regulations, court rules, or Rules of Professional Conduct and indicate the nature of that investigation or proceeding.

8. A statement as to whether the Respondent is now or has been involved in any bankruptcy or re-organization proceedings in the last ten (10) years. If yes, please explain.

9. A statement as to the Respondent's familiarity with the work, requirements, and procedures of the Commission including, if applicable, the Commission's prior experiences with the Respondent.

10. A specific list (identifying clients, names of projects, locations and owners) of applicable work your Firm has been responsible for and associated with;

11. Summaries or brief descriptions of projects performed by the Respondent(s) that are related to the requirements of this RFP. Limit those descriptions to those most relevant to this RFP and those that are most representative of the Firm's capabilities.

12. Confirm appropriate federal and state licenses to perform the Services. **Submit a copy of the Respondent's current Business Registration Certificate at the time of submission of the Proposal.**

13. A narrative statement of the Respondent's understanding of the Commission's needs and goals.

14. Commitment to quality management.

15. An executed Non-Collusion Affidavit (See Appendix D).

16. Contribution Certification & Disclosure Forms as required under Section 1.8 (c), (see Exhibit B).

d. Statement of Qualifications (Section 2)

1. The Respondent must demonstrate its experience and qualifications. Respondents must provide the following:

(i) An explanation of fields of expertise, specifically as it relates to governmental organizations.

(ii) A brief description of Respondent's largest, smallest, and a mid-sized project during the last three (3) years, preferably for a governmental organization client.

(iii) A statement as to Respondent's proposed approach to the delivery of Services in an effective and efficient manner.

(iv) Any other information the Respondent deems pertinent and demonstrates ability, competence and experience to perform the Services.

2. Experience of Key Personnel

The Respondent must demonstrate its experience and qualifications and that of its principals and associates that will be performing the Services for the Commission. Therefore, the Respondent shall provide the following:

(i) Organizational chart.

(ii) Resumes of the principals and associates that will be assigned and committed to the Commission, including their applicable experience and their individual qualifications.

(iii) Other information the Respondent deems pertinent which demonstrates an ability to perform the requested Services.

3. Miscellaneous

(i) The Respondent must include a statement as to any conflict(s) of interest it may have if it is selected to provide General Counsel to the Commission. Please note that the State, as a public entity, is precluded by the Rules of Professional Conduct from waiving conflicts of interest. See RPC 1.7(a)(2) and RPC 1.7(b)(2).

(ii) Identify all adverse determinations against your firm or any of its partners, associates or employees or persons acting on its behalf, with respect to actions, proceedings, claims or complaints of any kind under any local, State or Federal laws, regulations, court rules, or Rules of Professional Conduct.

3.3. Insurance Requirements.

a. The Selected Respondent shall indemnify, hold harmless, and defend the Commission, its Commissioners, officers, directors, agents, employees and servants from and against any and all claims, demands, suits, damages, recoveries, settlements, actions, costs, counsel fees, expenses, judgments or decrees arising from or as a result of any acts, errors or omissions by the Selected Respondent, its principals, employees, officers, agents, servants, independent contractors or subcontractors.

b. The Selected Respondent retained to perform the Services will be required to obtain and maintain insurance continuously, at its own expense, provided by a company or companies authorized to do business and qualified to engage in the insurance business in the State of New Jersey and approved by the Commission as follows:

Commercial General Liability	\$1,000,000.00 minimum per occurrence;
Worker's Compensation	\$ 500,000.00 minimum; and
Automobile Liability	\$ 1,000,000.00 minimum per occurrence.

The Commission must be named as an additional insured under all applicable policies and the Selected Respondent must provide the Commission with a current Certificate of insurance upon execution of the contract for the Services.

In the event the Selected Respondent will utilize leased or temporary employees to perform the Services, it will be necessary for the Selected Respondent to demonstrate to the Commission full satisfaction prior to the award of a contract that all such employees are covered with Worker's Compensation insurance.

c. Attorney Malpractice Insurance

The Respondent(s) shall provide evidence of its own Professional Liability Insurance with a minimum limit of liability of \$3,000,000 per claim and in the aggregate, exclusive of the amounts required for Comprehensive General Liability Insurance. The Respondent(s) shall maintain its Professional Liability Insurance in effect for a period of two (2) years following the termination of the Agreement with the Commission.

d. Evidence of Insurance

The following documents must be provided in conjunction with a Certificate of Insurance:

- A copy of the endorsement naming the Commission as an Additional Insured, on Form CG2010 or equivalent on all policies except Worker's

Compensation.

- A copy of an endorsement stating that the coverages provided by this policy to the Commission shall not be terminated, reduced or otherwise materially changed without providing at least sixty (60) days prior written notice to the Commission.
- A waiver of subrogation in favor of the Commission should apply under all the policies outlined in this section, except for Worker's Compensation.

Acceptance by the Commission of deficient evidence of insurance does not constitute a waiver of any contract requirement.

3.5. Indemnification.

Should the Respondent(s) become engaged by the Commission and provide any legal services contemplated under the RFP, Respondent(s) agrees to defend, indemnify and save harmless the Commission, its officers, agents and employees and each and every one of them against and from all damages, liabilities, judgments, threatened, pending or completed actions, suits, demands for damages or costs of every kind and description actually and reasonably incurred (including attorneys' fees and costs and court costs) (collectively, "Liabilities") including without implied limitations, Liabilities for damages to property or Liabilities for injury or death of any person (including but not limited to Liabilities for damage to property or Liabilities for injury or death of the officers, agents and employees of either the Respondent(s) or the Commission), resulting from any act, omission, negligence or willful misconduct of the Respondent(s) or any of its officers, agents, subcontractors or employees in any manner related to the subject matter of this RFP and Professional Services Agreement. The obligations in this Section shall survive the termination, expiration or rescission of this award and/or Agreement and the Firm agrees that neither the members of the Commission nor any officer, agent or employee of the Commission shall be personally charged by the Firm with any liability.

3.6. Affirmative Action.

During the performance of the Services, the Selected Respondent must agree as follows:

- a. The Selected Respondent will not discriminate against any employee or applicant for employment because of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Except with respect to affectional or sexual orientation, gender identity or expression, disability, nationality the contractor will take affirmative action to ensure such applicants are recruited and employed, and that employees are treated during employment, without regard to their age, race, creed, color,

national origin, ancestry, marital status, affectional or sexual orientation gender identity or expression, disability, nationality, or sex. Such action shall include, but not be limited to the following: employment, upgrading, demotion, or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. The Selected Respondent agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the contracting officer setting forth provisions of this nondiscrimination clause.

- b. The Selected Respondent will, in all solicitations or advertisements for employees placed by or on behalf of the Selected Respondent, state that all qualified applicants will receive consideration for employment without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex.
- c. The Selected Respondent will send to each labor union or representative of workers with which it has a collective bargaining agreement or other contract or understanding, a notice, to be provided by the agency contracting officer advising the labor union or workers' representative of the Selected Respondent's commitments under this Act and shall post copies of the notice in conspicuous places available to employees and applicants for employment.
- d. The Selected Respondent agrees to comply with the regulations promulgated by the Treasurer pursuant to N.J.S.A. 10:5-31 et seq., as amended and supplemented from time to time.
- e. The Selected Respondent shall furnish such reports or other documents to the affirmative action office as may be requested by the office from time to time in order to carry out the purposes of these regulations, and public agencies shall furnish such information as may be requested by the affirmative action office for conducting a compliance investigation pursuant to N.J.A.C. 17:27-1 et seq.
- f. The Selected Respondent agrees to attempt in good faith to employ minority and female workers consistent with the applicable county employment goals prescribed by N.J.A.C. 17:27-5.2 promulgated by the Treasurer pursuant to N.J.S.A. 10:5-31 et seq., as amended and supplemented from time to time or in accordance with a binding determination of the applicable county employment goals determined by the affirmative action office pursuant to N.J.A.C. 17:27-5.2 promulgated by the Treasurer pursuant to N.J.S.A. 10:5-31 et seq., as amended and supplemented from time to time.
- g. The Selected Respondent agrees to inform in writing appropriate recruitment agencies in the area, including employment agencies, placement bureaus, colleges, universities, labor unions, that it does not discriminate on the basis of age, creed, color, national origin, ancestry,

marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, and that it will discontinue the use of any recruitment agency that engages in direct or indirect discriminatory practices.

- h. The Selected Respondent agrees to revise any of its testing procedures, if necessary, to assure that all personnel testing conforms with the principles of job-related testing, as established by the statutes, laws, regulations and court decisions of the State of New Jersey and as established by applicable Federal law and applicable Federal court decisions.
- i. The Selected Respondent agrees to review all procedures relating to transfer, upgrading, downgrading, and layoff to ensure that all such actions are taken without regard to age, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, and conform with the applicable employment goals, consistent with the statutes, laws, regulations and court decisions of the State of New Jersey, and as established by applicable Federal law and applicable Federal Court decisions.

SECTION 4

INSTRUCTIONS TO RESPONDENTS

4.1. Submission of Proposals.

Respondents must submit an original and ten (10) copies of their Proposal to the Designated Contact Person:

William Schaffner, Chief Financial Officer
North Jersey District Water Supply Commission
One F.A. Orechio Drive
Wanaque, New Jersey 07465

Sealed Proposals must be received by the Commission no later than **3:00 PM, Prevailing Time, on August 30, 2018** and must be mailed, overnight delivered, or hand-delivered. Proposals forwarded by facsimile or e-mail **will not** be accepted. Please indicate on the outside of the sealed envelope ***“Response to Request for Proposals and Qualification Statements for the Provision of General Counsel.”***

To be responsive, Proposals must provide all requested information, and must be in strict conformance with the instructions set forth herein. Proposals and all related information must be bound, and signed and acknowledged by the Respondent.

4.2. Fee Proposal.

The Respondent must provide an hourly rate applicable for the performance of the Services.

The Firm shall be entitled to be paid a rate of _____ (\$_____) per hour for all hours of Legal Services. The Commission reserves the right at all times to ask that the Firm not undertake certain tasks and/or that other adjustments be made to ensure the most efficient billing for Legal Services to be rendered.

SECTION 5

EVALUATION

The Commission's objective in soliciting Proposals is to enable it to select a Firm from among the Qualified Respondents that will provide high quality and cost effective Services. The Commission will consider Proposals only from firms or organizations that, in the Commission's sole judgment, have demonstrated the capability and willingness to provide high quality services to the Commission in the manner described in this RFP.

Selection of a Qualified Respondent to perform the Services will be made on a competitive basis based on the Respondent's qualifications and the proposed fee, and familiarity with Applicable Law relevant to the performance of the Services. The selection will also take into consideration a Respondent's proficiency in providing Services to governmental entities.

The factors that the Commission will use as part of evaluation include, but are not limited to, the following:

1. QUALIFICATIONS/APPROACH: (30 Points)

- a. The Respondent's proposed approach to the Services required in the project description or specifications.
- b. The Evaluation Committee will consider the clarity and overall presentation of the Firm's Proposal to the Commission's RFP and the Scope of Services outlined in Section 2 to indicate an understanding of the Commission's needs. This evaluation will include the quality and soundness of the Firm's Proposal including the structure of the Firm, general comprehension of the requirements to handle the Commission's needs;
- c. Evaluation will include the Firm's history in performing work similar to the Scope of Services outlined. Evaluation will also include the Firm's ability to support the Commission's needs given existing projects and ability to complete assignments in timely fashion.

2. EXPERIENCE/PERSONNEL/REFERENCES: (35 Points)

- a. Prior experience with Public Entities and/or Governmental Agencies;
- b. The Respondent's familiarity with the work, requirements, and procedures of the Commission including, if applicable, the Commission's prior experiences with the Respondent; and
- c. Evaluation will include the proposed Firm's experience in representing public sector clients as well as the Firm's detailed descriptions of its experience in providing services similar to the Scope of Services set forth in Section 2.
- d. Evaluation will include qualifications and relevant experience of key personnel; particularly those involved in day-to-day legal responsibilities. Consideration will be given to recognized abilities and qualifications of key personnel including, as the Commission deems necessary, individual attorneys backgrounds; detailed resumes must be included, as well as their anticipated functions and responsibilities in

performing the Services.

- e. Respondent's references from State, Judicial, public and private sector.
- f. Client References – The references should include a short description of the project, the agency and address and a contact person. A minimum of five (5) references must be supplied.

3. OFFICE LOCATION: (5 Points)

- a. Geographical location of the Respondent's offices and key personnel.

4. COST PROPOSAL: (30 Points)

- a. The Respondent must provide an hourly rate applicable for the performance of the Services.

The Firm shall be entitled to be paid a rate of _____ (\$_____) per hour for all hours of Legal Services. The Commission reserves the right at all times to ask that the Firm not undertake certain tasks and/or that other adjustments be made to ensure the most efficient billing for Legal Services to be rendered.

APPENDIX A

LETTER OF QUALIFICATION

(Note: To be typed on Respondent's Letterhead. No modifications may be made to this letter)

[insert date]

Tim Eustace, Executive Director
North Jersey District Water Supply Commission
One F.A. Orechio Drive
Wanaque, New Jersey 07465

Dear Mr. Eustace:

The undersigned have reviewed our Proposal submitted in response to the Request for Proposals and Qualification Statements issued by the North Jersey District Water Supply Commission ("Commission"), dated [insert date], for the provision of General Counsel.

We affirm that the contents of our Proposal (which Proposal is incorporated herein by reference) are accurate, factual and complete to the best of our knowledge and belief and that the Proposal is submitted in good faith upon express understanding that any false statement may result in the disqualification of (Name of Respondent).

(Respondent shall sign and complete the spaces provided below. If a joint venture, appropriate officers of each company shall sign.)

(Signature of Chief Executive Officer)

(Signature of Chief Financial Officer)

(Typed Name and Title)

(Typed name and Title)

(Type Name of Firm)*

(Type Name of Firm)*

Dated: _____

Dated: _____

* If a joint venture, partnership or other formal organization is submitting a Proposal, each participant shall execute this Letter of Qualification.

APPENDIX B
LETTER OF INTENT

(Note: To be typed on Respondent's Letterhead. No modifications may be made to this letter)

[insert date]

Tim Eustace, Executive Director
North Jersey District Water Supply Commission
One F.A. Orechio Drive
Wanaque, New Jersey 07465

Dear Mr. Eustace,

The undersigned, as Respondent, has (have) submitted the attached Proposal in response to a Request for Proposals and Qualification Statements, issued by the North Jersey District Water Supply Commission ("Commission"), dated [insert date], in connection with the provision of General Counsel.

(Name of Respondent) HEREBY STATES:

1. The Proposal contains accurate, factual and complete information.
2. (Name of Respondent) is submitting a Proposal.
3. (Name of Respondent) agrees (agrees) to participate in good faith in the procurement process as described in the RFP and to adhere to the Commission's procurement schedule.
4. (Name of Respondent) acknowledges (acknowledge) that all costs incurred by it (them) in connection with the preparation and submission of the Proposal, or any negotiation which results therefrom shall be borne exclusively by the Respondent.
5. (Name of Respondent) hereby declares (declare) that the only persons participating in this Proposal as Principals are named herein and that no person other than those herein mentioned has any participation in this Proposal or in any contract to be entered into with respect thereto. Additional persons may subsequently be included as participating Principals, but only if acceptable to the Commission. (Name of Respondent) declares that this Proposal is made without connection with any other person, firm or parties who has submitted a Proposal, except as expressly set forth below and that it has been prepared and has been submitted in good faith and without collusion or fraud.

6. (Name of Respondent) acknowledges and agrees that the Commission may modify, amend, suspend and/or terminate the procurement process (in its sole judgment). In any case, the Commission shall not have any liability to the Respondent for any costs incurred by the Respondent with respect to the procurement activities described in this RFP.

7. (Name of Respondent) acknowledges that any contract executed with respect to the provision of [insert services] must comply with all applicable affirmative action and similar laws. Respondent hereby agrees to take such actions as are required in order to comply with such Applicable Law.

(Respondent shall sign and complete the space provided below. If a joint venture, appropriate officers of each company shall sign.)

(Signature of Chief Executive Officer)

(Typed Name and Title)

(Type Name of Firm)*

Dated: _____

- If a joint venture, partnership or other formal organization is submitting a Proposal, each participant shall execute this Letter of Intent.



APPENDIX C

COVERSHEET, AGREEMENT AND CERTIFICATION FOR THE NORTH JERSEY DISTRICT WATER SUPPLY COMMISSION PROPOSAL FOR GENERAL COUNSEL DESIGNATION

Name and Issue Date of General Counsel RFP to which you are responding:

Firm Name: _____

Firm Address: _____

Number of Attorneys in the Firm: _____

Attorney to Contact for this Proposal: _____

Telephone Number of Contact for this Proposal: _____

Email Address of Contact for this Proposal: _____

Agreement and Certification

By submitting this proposal, I agree, on behalf of my firm, that my firm will abide by the Outside Counsel Guidelines available at: <http://www.nj.gov/oag/law/rfq.htm> and with any updates thereto during the term of General Counsel and in the event that my firm is retained by the North Jersey District Water Supply Commission.

By submitting this proposal, I understand that in the event that my firm is selected and receives a General Counsel Designation, the General Counsel Designation is not a guarantee that my firm will be retained for any matter.

By submitting this proposal, I agree that in the event that my firm receives a General Counsel Designation and is retained, my firm shall bill at the rates [set forth in the RFP/set forth in the General Counsel Designation], and that the rates shall not increase during the term of the General Counsel Designation.

The information in this proposal is true and accurate has been reviewed by me and is true and accurate to the best of my knowledge.

By submitting this proposal, I warrant that I have the authority to bind my firm to the Proposal submitted and to any retention my firm may receive as a result.

Signature of Contact Attorney

Date

7. That the undersigned, being authorized to act on behalf of _____ Respondent(s), certified that I am personally acquainted with the operations of said Respondent(s), have full knowledge of the factual basis comprising the contents of this Affidavit of Moral Integrity and that the same are true to my knowledge.

8. That if a corporation, the corporation _____ (is, is not) incorporated in the State of New Jersey. If not a New Jersey Corporation, the Corporation _____ (is, is not) authorized to do business in the State of New Jersey (attach Certificate of Authorization from New Jersey Secretary of State).

9. That in accordance with said procedures as of the date of signing this Affidavit, _____ Respondent(s) has not been disqualified from performing any legal services for any State Agency, the Commission or any other independent authority, by reason of claiming its rights to withdraw a Proposal because of unilateral mistake, and has not been disqualified from performing legal services in connection with any State or New Jersey project, including but not limited to, projects of any State Agency, the Commission or any other independent authority, for any other reason, except as follows: (If none, so state). _____

10. That this Affidavit of Moral Integrity is made to induce the Commission to accept a Respondent(s) as a qualified provider of legal services and be permitted to submit a response to the RFP for General and/or Special Counsel, knowing that the Commission relies upon the truth of the statements herein contained.

Respondent(s)

Sworn and subscribed to before me this

_____ day of _____, 2018

Signature

Notary Public

Title

(Corporate Seal)

EXHIBIT B

CERTIFICATION & NON DISCLOSURE FORMS

INFORMATION AND INSTRUCTIONS

For Completing the “Two-Year Vendor Certification and Disclosure of Political Contributions” Form

Background Information

On September 22, 2004, then-Governor James E. McGreevey issued E.O. 134, the purpose of which was to insulate the negotiation and award of State contracts from political contributions that posed a risk of improper influence, purchase of access or the appearance thereof. To this end, E.O. 134 prohibited State departments, agencies and authorities from entering into contracts exceeding \$17,500 with individuals or entities that made certain political contributions. E.O. 134 was superseded by Public Law 2005, c. 51, signed into law on March 22, 2005 (“Chapter 51”).

On September 24, 2008, Governor Jon S. Corzine issued E.O. 117 which is designed to enhance New Jersey’s efforts to protect the integrity of procurement decisions and increase the public’s confidence in government. The Executive Order builds upon the provisions of Chapter 51.

Two-Year Certification Process

Upon approval by the State Chapter 51 Review Unit, the Certification and Disclosure of Political Contributions form is valid for a two (2) year period. Thus, if a vendor receives approval on January 1, 2014, the certification expiration date would be December 31, 2015. Any change in the vendor’s ownership status and/or political contributions during the two-year period will require the submission of new Chapter 51/Executive Order 117 forms to the State Review Unit. **Please note that it is the vendor’s responsibility to file new forms with the State should these changes occur.**

State Agency Instructions: Prior to the awarding of a contract, the State Agency should first send an e-mail to CD134@treas.nj.gov to verify the certification status of the vendor. If the response is that the vendor is NOT within an approved two-year period, then forms must be obtained from the vendor and forwarded for review. If the response is that the vendor is within an approved two-year period, then the response so stating should be placed with the bid/contract documentation for the subject project.

Instructions for Completing the Form

NOTE: Please refer to pages 3 and 4 “USEFUL DEFINITIONS for the purposes of Chapter 51 and Executive Order 117” for guidance when completing the form.

Part 1: BUSINESS ENTITY INFORMATION

Business Name – Enter the full legal name of the vendor, including trade name if applicable.

Address, City, State, Zip and Phone Number -- Enter the vendor's street address, city, state, zip code and telephone number.

Vendor Email – Enter the vendor’s primary email address.

Vendor FEIN – Please enter the vendor’s Federal Employment Identification Number.

Business Type - Check the appropriate box that represents the vendor's type of business formation.

Listing of officers, shareholders, partners or members - Based on the box checked for the business type, provide the corresponding information. (A complete list must be provided.)

Part 2: DISCLOSURE OF CONTRIBUTIONS

Read the three types of political contributions that require disclosure and, if applicable, provide the recipient's information. The definition of "Business Entity/Vendor" and "Contribution" can be found on pages 3 and 4 of this form.

Name of Recipient - Enter the full legal name of the recipient.

Address of Recipient - Enter the recipient's street address.

Date of Contribution - Indicate the date the contribution was given.

Amount of Contribution - Enter the dollar amount of the contribution.

Type of Contribution - Select the type of contribution from the examples given.

Contributor's Name - Enter the full name of the contributor.

Relationship of the Contributor to the Vendor - Indicate the relationship of the contributor to the vendor. (e.g. officer or shareholder of the company, partner, member, parent company of the vendor, subsidiary of the vendor, etc.)

NOTE: If form is being completed electronically, click "Add a Contribution" to enter additional contributions. Otherwise, please attach additional pages as necessary.

Check the box under the recipient information if no reportable contributions have been solicited or made by the business entity. **This box must be checked if there are no contributions to report.**

Part 3: CERTIFICATION

Check Box A if the representative completing the Certification and Disclosure form is doing so on behalf of the business entity and all individuals and/or entities whose contributions are attributable to the business entity.

(No additional Certification and Disclosure forms are required if BOX A is checked.)

Check Box B if the representative completing the Certification and Disclosure form is doing so on behalf of the business entity and all individuals and/or entities whose contributions are attributable to the business entity with the exception of those individuals and/or entities that submit their own separate form. For example, the representative is not signing on behalf of the vice president of a corporation, but all others. The vice president completes a separate Certification and Disclosure form. **(Additional Certification and Disclosure forms are required from those individuals and/or entities that the representative is not signing on behalf of and are included with the business entity's submittal.)**

Check Box C if the representative completing the Certification and Disclosure form is doing so on behalf of the business entity only. **(Additional Certification and Disclosure forms are required from all individuals and/or entities whose contributions are attributable to the business entity and must be included with the business entity submittal.)**

Check Box D when a sole proprietor is completing the Certification and Disclosure form or when an individual or entity whose contributions are attributable to the business entity is completing a separate Certification and Disclosure form.

Read the five statements of certification prior to signing.

The representative authorized to complete the Certification and Disclosure form must sign and print her/his name, title or position and enter the date.

Public Law 2005, Chapter 51 and Executive Order 117 (2008)

State Agency Procedure for Submitting Form(s)

The State Agency should submit the completed and signed Two-Year Vendor Certification and Disclosure forms either electronically to: cd134@treas.nj.gov or regular mail at: Chapter 51 Review Unit, P.O. Box 230, 33 West State Street, Trenton, NJ 08625-0230. Original forms should remain with the State Agency and copies should be sent to the Chapter 51 Review Unit.

Business Entity Procedure for Submitting Form(s)

The business entity should return this form to the contracting State Agency. The business entity can submit the Certification and Disclosure form directly to the Chapter 51 Review Unit only when:

- The business entity is approaching its two-year certification expiration date and is seeking certification renewal;
- The business entity had a change in its ownership structure; OR
- The business entity made any contributions during the period in which its last two-year certification was in effect, or during the term of a contract with a State Agency.

Questions & Information

Questions regarding the interpretation or application of Public Law 2005, Chapter 51 (N.J.S.A. 19:44A-20.13) or E.O. 117 (2008) may be submitted electronically through the Division of Purchase and Property website at: <https://www.state.nj.us/treas/purchase/eo134questions.shtml>

Reference materials and forms are posted on the Political Contributions Compliance website at: <http://www.state.nj.us/treasury/purchase/execorder134.shtml>

USEFUL DEFINITIONS for the purposes of Chapter 51 and Executive Order 117

- **“Business Entity/Vendor”** means any natural or legal person, business corporation, professional services corporation, limited liability company, partnership, limited partnership, business trust, association or any other legal commercial entity organized under the laws of New Jersey or any other state or foreign jurisdiction. The definition also includes (i) if a business entity is a for-profit corporation, any officer of the corporation and any other person or business entity that owns or controls 10% or more of the stock of the corporation; (ii) if a business entity is a professional corporation, any shareholder or officer; (iii) if a business entity is a general partnership, limited partnership or limited liability partnership, any partner; (iv) if a business entity is a sole proprietorship, the proprietor; (v) if the business entity is any other form of entity organized under the laws of New Jersey or any other state or foreign jurisdiction, any principal, officer or partner thereof; (vi) any subsidiaries directly or indirectly controlled by the business entity; (vii) any political organization organized under 26 U.S.C.A. § 527 that is directly or indirectly controlled by the business entity, other than a candidate committee, election fund, or political party committee; and (viii) with respect to an individual who is included within the definition of “business entity,” that individual’s civil union partner and any child residing with that person. ¹
- **“Officer”** means a president, vice president with senior management responsibility, secretary, treasurer, chief executive officer or chief financial officer of a corporation or any person routinely performing such functions for a corporation. Please note that officers of non-profit entities are excluded from this definition.
- **“Partner”** means one of two or more natural persons or other entities, including a corporation, who or which are joint owners of and carry on a business for profit, and which business is organized under the laws of this State or any other state or foreign jurisdiction, as a general partnership, limited partnership, limited liability partnership, limited liability company, limited partnership association, or other such form of business organization.

¹Contributions made by a spouse, civil union partner or resident child to a candidate for whom the contributor is eligible to vote or to a political party committee within whose jurisdiction the contributor resides are permitted.

USEFUL DEFINITIONS for the purposes of Chapter 51 and Executive Order 117

- **“Contribution”** is a contribution, including an in-kind contribution, in excess of \$300.00 in the aggregate per election made to or received by a candidate committee, joint candidates committee, or political committee; or per calendar year made to or received by a political party committee, legislative leadership committee, or continuing political committee or a currency contribution in any amount.
- **“In-kind Contribution”** means a contribution of goods or services received by a candidate committee, joint candidates committee, political committee, continuing political committee, political party committee, or legislative leadership committee, which contribution is paid for by a person or entity other than the recipient committee, but does not include services provided without compensation by an individual volunteering a part of or all of his or her time on behalf of a candidate or committee.
- **“Continuing Political Committee”** includes any group of two or more persons acting jointly, or any corporation, partnership, or any other incorporated or unincorporated association, including a political club, political action committee, civic association or other organization, which in any calendar year contributes or expects to contribute at least \$4,300 to aid or promote the candidacy of an individual, or the candidacies of individuals, for elective public office, or the passage or defeat of a public questions, and which may be expected to make contributions toward such aid or promotion or passage or defeat during a subsequent election, provided that the group, corporation, partnership, association or other organization has been determined by the Commission to be a continuing political committee in accordance with N.J.S.A. 19:44A-8(b).
- **“Candidate Committee”** means a committee established by a candidate pursuant to N.J.S.A. 19:44A-9(a), for the purpose of receiving contributions and making expenditures.
- **“State Political Party Committee”** means a committee organized pursuant to N.J.S.A. 19:5-4.
- **“County Political Party Committee”** means a committee organized pursuant to N.J.S.A. 19:5-3.
- **“Municipal Political Party Committee”** means a committee organized pursuant to N.J.S.A. 19:5-2.
- **“Legislative Leadership Committee”** means a committee established, authorized to be established, or designated by the President of the Senate, the Minority Leader of the Senate, the Speaker of the General Assembly, or the Minority Leader of the General Assembly pursuant to N.J.S.A. 19:44A-10.1 for the purpose of receiving contributions and making expenditures.
- **“Political Party Committee”** means:
 1. The State committee of a political party, as organized pursuant to N.J.S.A. 19:5-4;
 2. Any county committee of a political party, as organized pursuant to N.J.S.A. 19:5-3; or
 3. Any municipal committee of a political party, as organized pursuant to N.J.S.A. 19:5-2



Division of Purchase and Property

Two-Year Chapter 51/Executive Order 117 Vendor Certification and
Disclosure of Political Contributions

FOR STATE AGENCY USE ONLY

Solicitation, RFP, or Contract No. _____ Award Amount _____

Description of Services _____

State Agency Name _____ Contact Person _____

Phone Number _____ Contact Email _____

Check if the Contract / Agreement is Being Funded Using FHWA Funds

**Please check if requesting
recertification**

Part 1: Business Entity Information

Full Legal Business Name _____
(Including trade name if applicable)

Address _____

City _____ State _____ Zip _____ Phone _____

Vendor Email _____ Vendor FEIN (SS# if sole proprietor/natural person) _____

**Check off the business type and list below the required information for the type of business selected.
MUST BE COMPLETED IN FULL**

- Corporation: LIST ALL OFFICERS and any 10% and greater shareholder
- Professional Corporation: LIST ALL OFFICERS and ALL SHAREHOLDERS
- Partnership: LIST ALL PARTNERS with any equity interest
- Limited Liability Company: LIST ALL MEMBERS with any equity interest
- Sole Proprietor

Note: "Officers" means President, Vice President with senior management responsibility, Secretary, Treasurer, Chief Executive Officer or Chief Financial Officer of a corporation, or any person routinely performing such functions for a corporation.

All Officers of a Corporation or PC

**10% and greater shareholders of a corporation
or all shareholder of a PC**

All Equity partners of a Partnership

All Equity members of a LLC

If you need additional space for listing of Officers, Shareholders, Partners or Members, please attach separate page.

IMPORTANT NOTE: You must review the definition of "contribution" and "business entity" on the Information and Instructions form prior to completing Part 2 and Part 3. The Information and Instructions form is available at: <http://www.state.nj.us/treasury/purchase/forms.shtml#eo134>

Part 2: Disclosure of Contributions by the business entity or any person or entity whose contributions are attributable to the business entity.

1. Report below all contributions solicited or made during the 4 years immediately preceding the commencement of negotiations or submission of a proposal to any:

Political organization organized under Section 527 of the Internal Revenue Code and which also meets the definition of a continuing political committee as defined in N.J.S.A. (See Information and Instructions form.)

2. Report below all contributions solicited or made during the 5 ½ years immediately preceding the commencement of negotiations or submission of a proposal to any:

Candidate Committee for or Election Fund of any Gubernatorial or Lieutenant Gubernatorial candidate
State Political Party Committee
County Political Party Committee

3. Report below all contributions solicited or made during the 18 months immediately preceding the commencement of negotiations or submission of a proposal to any:

Municipal Political Party Committee
Legislative Leadership Committee

Full Legal Name of Recipient _____
Address of Recipient _____
Date of Contribution _____ Amount of Contribution _____
Type of Contribution (i.e. currency, check, loan, in-kind) _____
Contributor Name _____
Relationship of Contributor to the Vendor _____
If this form is not being completed electronically, please attach additional contributions on separate page. Click the "Add a Contribution" tab to enter additional contributions.
<input type="button" value="Remove Contribution"/>
<input type="button" value="Add a Contribution"/>

Check this box only if no political contributions have been solicited or made by the business entity or any person or entity whose contributions are attributable to the business entity.

Part 3: Certification

- (A) I am certifying on behalf of the business entity and all individuals and/or entities whose contributions are attributable to the business entity as listed on Page 1 under **Part 1: Vendor Information**.
- (B) I am certifying on behalf of the business entity and all individuals and/or entities whose contributions are attributable to the business entity as listed on Page 1 under **Part 1: Vendor Information**, except for the individuals and/or entities who are submitting separate Certification and Disclosure forms which are included with this submittal.
- (C) I am certifying on behalf of the business entity only; any remaining persons or entities whose contributions are attributable to the business entity (as listed on Page 1) have completed separate Certification and Disclosure forms which are included with this submittal.
- (D) I am certifying as an individual or entity whose contributions are attributable to the business entity.

I hereby certify as follows:

1. I have read the Information and Instructions accompanying this form prior to completing the certification on behalf of the business entity.
2. All reportable contributions made by or attributable to the business entity have been listed above.

3. The business entity has not knowingly solicited or made any contribution of money, pledge of contribution, including in-kind contributions, that would bar the award of a contract to the business entity unless otherwise disclosed above:

- a) Within the 18 months immediately preceding the commencement of negotiations or submission of a proposal for the contract or agreement to:
 - (i) A candidate committee or election fund of any candidate for the public office of Governor or Lieutenant Governor or to a campaign committee or election fund of holder of public office of Governor or Lieutenant Governor; OR
 - (ii) Any State, County or Municipal political party committee; OR
 - (iii) Any Legislative Leadership committee.
- b) During the term of office of the current Governor or Lieutenant Governor to:
 - (i) A candidate committee or election fund of a holder of the public office of Governor or Lieutenant Governor; OR
 - (ii) Any State or County political party committee of the political party that nominated the sitting Governor or Lieutenant Governor in the last gubernatorial election.
- c) Within the 18 months immediately preceding the last day of the sitting Governor or Lieutenant Governor's first term of office to:
 - (i) A candidate committee or election fund of the incumbent Governor or Lieutenant Governor; OR
 - (ii) Any State or County political party committee of the political party that nominated the sitting Governor or Lieutenant Governor in the last gubernatorial election.

4. During the term of the contract/agreement the business entity has a continuing responsibility to report, by submitting a new Certification and Disclosure form, any contribution it solicits or makes to:

- (a) Any candidate committee or election fund of any candidate or holder of the public office of Governor or Lieutenant Governor; OR
- (b) Any State, County or Municipal political party committee; OR
- (c) Any Legislative Leadership committee.

The business entity further acknowledges that contributions solicited or made during the term of the contract/agreement may be determined to be a material breach of the contract/agreement.

5. During the two-year certification period the business entity will report any changes in its ownership structure (including the appointment of an officer within a corporation) by submitting a new Certification and Disclosure form indicating the new owner(s) and reporting said owner(s) contributions.

I certify that the foregoing statements in Parts 1, 2 and 3 are true. I am aware that if any of the statements are willfully false, I may be subject to punishment.

Signed Name _____ Print Name _____

Title/Position _____ Date _____

Procedure for Submitting Form(s)

The contracting State Agency should submit this form to the Chapter 51 Review Unit when it has been required as part of a contracting process. The contracting State Agency should submit a copy of the completed and signed form(s), to the Chapter 51 Unit and retain the original for their records.

The business entity should return this form to the contracting State Agency. The business entity can submit this form directly to the Chapter 51 Review Unit only when it -

- Is approaching its two-year certification expiration date and wishes to renew certification;
- Had a change in its ownership structure; OR
- Made any contributions during the period in which its last two-year certification was in effect, or during the term of a contract with a State Agency.

Forms should be submitted either electronically to: cd134@treas.nj.gov , or regular mail at: Chapter 51 Review Unit, P.O. Box 230, 33 West State Street, Trenton, NJ 08625.