



**REQUEST FOR QUALIFICATIONS
for
UNDERWRITERS
for The
CITY OF PHILADELPHIA**

General Obligation and Other Tax-Supported Bonds, Tax and Revenue Anticipation Notes, Airport Revenue Bonds, Philadelphia Gas Works Revenue Bonds, Water and Wastewater Revenue Bonds

Issued by:
THE CITY OF PHILADELPHIA (“City”)
City Treasurer’s Office

**Proposals must be received no later than 5:00 p.m. Philadelphia, PA, local time,
on March 24, 2021.**

James F. Kenney, Mayor
Jacqueline Dunn, Acting City Treasurer

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I. Project Overview

A. Introduction; Statement of Purpose

The City Treasurer's Office (the "CTO" or "Department") is seeking proposals from investment banking firms to serve as senior manager and co-manager underwriters in connection with all City of Philadelphia (the "City") General Obligation Bonds ("GO"), Other Tax-Supported Bonds ("OTB"), Airport Revenue Bonds ("Airport"), Philadelphia Gas Works Revenue Bonds ("PGW"), Water and Wastewater Revenue Bonds ("Water") (collectively the "Bonds") and Tax and Revenue Anticipation Notes ("Notes").

B. Department Overview

CTO is responsible for:

- The management of new and outstanding City debt in accordance with the City's debt management policies
- Working to improve and maintain the City's credit ratings
- Serving as the disbursing agent for payments from the City Treasury
- Efficient management of cash to preserve principal, ensure adequate liquidity to support the City's financial commitments, and maximize investment returns

C. Project Background

The City intends to develop and maintain a group or groups (also referred to as pools) of investment banking firms qualified to provide senior manager services and co-manager underwriting services for up to a four-year period.

A qualified senior manager pool and co-manager pool will be chosen, with firms eligible to serve in the respective roles on transactions for any of the following credits:

1. GO, OTB and Notes
2. Airport
3. PGW
4. Water and Wastewater

The transactions that may be included during the course of such service include:

- New Money Bond Transactions
- Refunding Bond Transactions
- Restructurings/Conversions (as applicable)
- Short-term issuance for Notes (as applicable)
- Remarketing/Placement Agent Services
- Swap terminations/transactions (as applicable)

D. Request for Qualifications

The City is seeking to select qualified underwriting firms demonstrating extensive knowledge of municipal finance, City policies and procedures, and expertise and experience for each credit for which an applicant proposes. This Request for Qualifications ("RFQ") shall apply to the City and

relevant City-related Agencies (as applicable) for tax-exempt and taxable debt issued under the stated financing programs. This RFQ contains a specific section for each credit covered. Firms responding to this RFQ (an “Applicant”) must respond to the sections of every credit.

Please note the following:

- Joint proposals will not be accepted.
- Please indicate in the cover letter of your response if your firm wishes to be considered for the position of Co-Manager only.
- All firms proposing to serve as a Senior Manager will automatically be considered for a Co-Manager position.

E. General Disclaimer of the City

This RFQ does not commit the City of Philadelphia to award a contract. This RFQ and the process it describes are proprietary to the City and are for the sole and exclusive benefit of the City. No other party, including any Applicant, is intended to be granted any rights hereunder. Any response, including written documents and verbal communication, by any Applicant to this RFQ, shall become the property of the City and may be subject to public disclosure by the City, or any authorized agent of the City. The City is not liable for any costs incurred by Applicants in preparing and submitting a proposal in response to this RFQ or for any costs and expenses incurred in meeting with or making oral presentations to the City if so requested.

II. Scope of Work

A. Project Details

The City seeks to retain the services of one or more investment banking firms experienced in municipal bond financings to provide underwriting services. Through this RFQ process, the City seeks to appoint pools of underwriting firms which will be available to serve the City as part of an underwriting syndicate as needed from time to time. The City’s underwriting pools may generally consist of firms classified as “Senior Managers” or as “Co-Managers.” Please note that inclusion in the pool(s) does not guarantee or provide assurances that an underwriting firm will be selected to serve as an underwriter on a transaction. There should be no expectation of a rotation of firms providing underwriting services to the City and the City reserves the right to include or exclude any firm in its underwriting pool(s) or to include or exclude any firms from any transaction.

B. Services and Tangible Work Products

1. Services and Tangible work products

CTO requires that each firm provide at a minimum, the services and tangible work products listed below, including the specific tasks and work activities described. Applicant’s proposed scope of work should state in detail how it will carry out each task, including the personnel/job titles responsible for completing the task. For each service specified, the Applicant should propose criteria to determine when the tasks comprising the service are satisfactorily completed. Applicants may propose additional or revised tasks and activities, but should explain why each is necessary to achieve the project objectives.

- Serve as a senior or co-manager.

- Serve as remarketing agent or commercial paper dealer.
- Make recommendations on all aspects of relevant financings including, but not limited to, the timing of sales of bonds, marketing, call provisions, and other structuring considerations.
- Assist with investor relations, including accessing new buyers and market sectors for City Bonds and other City-related Agency Bonds.
- Assist in the development/refinement of investor presentations.
- Assist in the development/refinement of rating agency presentations including strategy focused on credit rating upgrades.
- Identify, evaluate, and explain the benefits and risks of alternative financing structures.
- Develop a comprehensive marketing plan, including identification of potential investors to achieve the lowest possible borrowing cost.
- Assist in pre-sale marketing and development of price views
- Provide for effective institutional and/or retail distribution of the bonds
- Commit firm capital to underwrite unsold balances as necessary
- Provide as-needed financial information regarding market conditions and trends, financial products, credit and credit analysis, third party alternative financings and special facility financings.
- Keep the City abreast of market developments and financing techniques which might be applicable to the City's financing programs.
- Prepare analyses and evaluations of potential refundings and new money issues.
- Review and evaluate financing options, financial feasibility studies (if applicable), legal documents, etc.
- Assist the City's municipal advisor(s) in identifying tasks, assigning responsibilities and coordinating dates for completing activities related to the plan of finance.
- Based on market conditions, identify alternative products and structures.
- Provide information on and participate in the selection of credit enhancement providers, if deemed appropriate for a particular financing.
- Review and assist in the preparation of disclosure and other legal documentation for both issuance of debt and continuing disclosure.
- Coordinate disclosure "due diligence" review of the City in consultation with underwriter's counsel.
- Coordinate the investment banking process leading to the negotiated sale of the bonds, including preparation of detailed pre-pricing books. Underwrite bonds if necessary to enable an orderly pricing and to meet the City's goals for pricing. This includes the willingness to underwrite the bonds in a manner that does not affect the long-term price of the City's bonds.
- During the pricing of bonds, provide:
 - Investor feedback and reverse inquiries
 - The ability to remotely monitor the placement of orders on a real-time basis, including the type of order and the firm placing such order
 - On-site facilities for City staff and municipal advisor(s) to monitor and oversee the process of pricing the bonds

- Status reports summarizing order flow by maturity as well as intra-day developments that affect the pricing
- Provide post-sale analysis of the transaction, including but not limited to:
 - A summary of the marketing and pricing of the bonds (including all relevant information pertaining to rates and yields, arbitrage yield and true interest costs, etc.)
 - Preliminary Pricing Information
 - Pricing Wires
 - Orders and Allotments
 - Marketing Materials
 - Sales Memorandum, POS/OS Cover and Maturity Schedule
 - Closing Memo
 - Final Cash Flows
 - Secondary Trading Activity
- Provide issue price certification as required by the City’s bond counsel.
- Coordinate closing of the bond transaction with other working group members.
- Related services as deemed necessary by the City Treasurer.

In addition, the City expects the Underwriter, as part of their responsibilities to investors under the Federal securities laws, to conduct such review as is necessary to attain a reasonable basis for belief in the accuracy and completeness of the key representations in the Official Statements.

C. Alternative Solutions

If an Applicant offers options and/or alternative solutions that are not requested in this RFQ or are not included in its proposed prices, the Applicant must provide the following information for each:

- A detailed description of the option/alternative solution (including, but not limited to, all features, functionality, and/or services that will be unavailable if the option/alternative is not purchased);
- If not included in the proposed prices, a full explanation of the rationale for not including;
- Detailed cost information for each option/alternative, in accordance with the cost proposal requirements of the RFQ.

D. Hours and Location of Work

The normal hours of operation for the CTO are Monday through Friday from 9am – 5pm. The City is closed on all legal holidays. Most services required may be performed remotely. However, the City may request a selected Applicant to attend in-person trainings and meetings, as needed.

E. Monitoring; Security

By submission of a proposal in response to this RFQ, the Applicant agrees that it will comply and cooperate with all contract and compliance monitoring and evaluation activities undertaken by the City of Philadelphia, and with all security policies and requirements of the City.

F. Specific Performance Standards

The City reserves the right to reject any item of work that does not meet the Department's minimum standards of performance and quality, or that does not conform to the contract scope of work. The City shall not be obligated to pay for rejected work.

G. Organization and Personnel Requirements

The proposal must identify all personnel who will perform work on the project by job title, experience level, education and skill set (described in detail). Resumes of all personnel so identified should be included in the Applicant's proposal. Describe the role and responsibility for each individual, and identify the individual charged with the day-to-day responsibility for this engagement.

III. Proposal Format, Content, and Submission Requirements; Selection Process

A. Proposal Format

Proposals submitted in response to this RFQ must include a cover letter addressed to the City Treasurer and the representatives from the credits, signed by the person authorized to issue the proposal on behalf of the Applicant, and the following information, in the sections and order indicated below.

Please do not provide duplicate answers. Any proposal that does not contain the information outlined below will not be considered.

The City request proposals in electronic copies only . Proposals must be e-mailed no later than 5:00 PM (Philadelphia Local time) on Wednesday, March 24, 2021 to the following email addresses:

Jacqueline.Dunn@phila.gov, Matthew.Bowman@phila.gov, Saledeem.Major@phila.gov, Tracy.Borda@phl.org, Joseph.GoldenJr@pgworks.com, and Melissa.LaBuda@phila.gov.

1. Table of Contents
2. Introduction/Executive Summary (Limit: 1 page)

For Questions 3-6: Limit: No more than 6 numbered pages

3. Applicant Profile

Provide a narrative description of the Applicant itself, including the following:

- a. Applicant's business identification information, including name, business address, telephone number, website address, and federal taxpayer identification number or federal employer identification number;
- b. A primary contact for the Applicant, including name, job title, address, telephone, and email address;
- c. A description of Applicant's business background, including, if not an individual, Applicant's business organization (corporation, partnership, LLC, for profit or not for profit, etc.), primary mission of business, number of years in business, whether registered to do business

in Philadelphia and/or Pennsylvania, country and state of business formation, significant business experience, whether registered as a minority-, woman-, or disabled-owned business or as a disadvantaged business and with which certifying agency, and any other information about Applicant's business organization that Applicant deems pertinent to this RFQ.

d. Please state if your firm has a public finance office in Philadelphia including the location as well as the number of fulltime public finance employees working (a) in Philadelphia, and (b) the Commonwealth of Pennsylvania.

4. Project Understanding

Provide a brief narrative statement that confirms Applicant's understanding of, and agreement to provide, the services and/or tangible work products necessary to achieve the objectives of the project that is the subject of this RFP.

5. Statement of Qualifications; Relevant Experience

Provide a statement of qualifications and capability to perform the services sought by this RFP, including a description of relevant experience with projects that are similar in nature, size and scope to that which is the subject of this RFQ. Applicant shall describe how the Applicant's business experience will benefit the project and why your firm is well suited to serve as senior and/or co-manager underwriter for the City.

6. References

Provide at least three references, preferably for projects that are similar in type, scope, size and/or value to the work sought by this RFQ. If applicable, Applicant should provide references for projects with other municipalities that are similar in size to the City of Philadelphia. For each reference, include the name, address, telephone number, and email address of a contact person.

7. Background/Firm Introduction. (Limit: No more than 6 numbered pages, not including appendices). All proposers must respond to this section.

1. Please describe your firm's commitment to the municipal finance industry.
2. If rated, please provide your firm's long- and short-term ratings from Moody's, S&P, and Fitch.

a. Overall Underwriting Experience

1. Describe the nature of the current market and investor base for municipal bonds and investor structuring preferences. Comment on your expectations for the market in 2021 and 2022.
2. Please describe your firm's sales capabilities, including your firm's distribution capabilities, both with respect to retail (professional and individual) and institutional sales, and any distribution advantages possessed by your firm. Provide any examples that support your claims.

3. Please describe your firm's capital position, including total capital, equity capital, net equity capital and excess net equity capital for the last three years. Please describe any restrictions your firm has with regard to the use of capital for municipal underwriting. Describe recent examples of municipal underwritings that demonstrate your firm's willingness to commit capital to underwrite unsold balances.
4. Discuss any financial arrangements your firm has with other financial companies for the sale and distribution of bonds.

b. Legal and Firm Issues

1. Is your firm a certified M/W/DBE as defined in this RFQ? If so, please provide a copy of such certification.
2. Does your firm have an equal employment opportunity policy and program? If so, will your firm provide information to the City regarding its policy and program upon request?
3. **Disclosure of Litigation; Disclosure of Administrative Proceedings**
Provide, for the 5-year period preceding the date of this RFQ, a description of any judicial or administrative proceeding that is material to Applicant's business or financial capability or to the subject matter of this RFQ, or that could interfere with Applicant's performance of the work requested by this RFQ, including, but not limited to, any civil, criminal or bankruptcy litigation; any debarment or suspension proceeding; any criminal conviction or indictment; and any order or agreement with or issued by a court or local, state or federal agency. For each such proceeding, state the name of the case or proceeding, the parties involved, the nature of the claims involved, its current status and the final disposition, if any. Provide the same information for any officer, director, principal, or partner of Applicant's organization, and for any subcontractor Applicant plans to use to perform the services described in this RFQ.
4. Are there any other lines of business conducted by your firm that could complement or conflict with your role as underwriter, remarketing agent or CP dealer on City transactions?
5. **Tax and Regulatory Status and Clearance Statement**
Include a statement, in the form requested in **Appendix A**, attesting to Applicant's tax and regulatory compliance with the City.

Mandatory Consultants and Campaign Contribution Disclosure Requirements

- a. On behalf of the Applicant, the undersigned represents that, to its knowledge, it is currently in compliance with MSRB Rule G-37, and any Consultant (as defined in MSRB Rule G-38) it may have utilized in connection with this RFQ is, to the best of their knowledge, in compliance with MSRB Rule G-38.
- b. Please provide the disclosures listed below, if applicable. Please note that disclosure schedule(s) can be provided in the appendices.

List the names, business addresses and phone numbers of all Consultants (as that term is defined in MSRB Rule G-38) used by the Applicant with respect to this RFQ:

Were Consultants used or are they expected to be utilized in connection with the RFQ? No Yes if yes, give details below:

<u>Name</u>	<u>Address</u>	<u>Phone #</u>	<u>Amt. Paid/Payable</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

List all contributions of money or in-kind assistance made by the Applicant, or any Consultant listed in “1.” above, during the two years prior to the date of this RFQ to any candidate for nomination or election to any public office in the City of Philadelphia, or to an individual who holds such office, or to any group, committee or association organized in support of any such candidate, office holder, and the date and amount of each such contribution.

Were contributions made? No Yes if yes, complete below Disclosures Forms.”

<u>Name</u>	<u>Address</u>	<u>Phone #</u>	<u>Amt. Paid/Payable</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Disclose all settlement with SEC, MSRB, and controller of currency related to municipal activities since January 2018:

- Name of settlement and description of the settlement
- Dollar amount in total
- State and local entities involved and amount of settlement

Questions Specific to GO Bonds, OTB and Notes

Limit: No more than 8 numbered pages, not including appendices.

A. Experience

1. Discuss your firm's knowledge and understanding of the decision-making process, rules, and regulations applicable to the issuance of GO/OTB/Notes. Summarize how your firm provided services to the City and City-related agencies over the past five (5) years, including transaction services, credit support, and/or memos or materials on relevant and meaningful financing ideas.
2. Describe your firm's experience and capabilities to serve as underwriter on GO bonds and Notes. Please provide no more than three (3) case studies of GO, OTB (e.g. service contract, lease revenue, etc.) and/or Note transactions within the past three (3) years in which your firm was involved as an underwriter. Please include in the above the issuer's rating, insurer or letter of credit bank (if applicable), your firm's role (i.e. bookrunner, senior manager, co-manager, selling group) and par amount. Do not include transactions that have involved the City of Philadelphia or City-related agencies.

B. Proposal Questions

1. Describe your coverage/day-to-day manager and team for the City. Provide name, title, location and brief background for key professional(s) in each of the following areas:
 - a. Investment Banking – primary investment banking team (provide contact information for these individuals, including any credit specialists)
 - b. Underwriting, Marketing, Sales, and Analytics professionals

Please include number of years of experience, number of years at the firm, and experience applicable to these financings. Do not include resumes.

2. Please discuss any recommended strategies for improving or maintaining the credit ratings for the GO, OTB and Note programs. Please include comments specific to each rating agency, if applicable. Please discuss your firm's experience with similar credits regarding rating upgrades or maintenance. Please also discuss the optimal number of ratings for each transaction. If it is less than three, would you recommend rotating between agencies on a per deal basis, or dropping one agency entirely? Please include any approaches other similar credits have taken to address the challenges resulting from COVID-19.
3. Please provide recommendations on best practices for COVID-related disclosures for the City to include in its offering documents.
4. Please discuss any structuring or marketing ideas you may have to improve the general market reception and pricing performance of the GO, OTB and Note programs. Please describe any innovations in marketing or structuring that your firm has recently developed for similar credits.

- a. Discuss how the City can tighten the spread to relevant benchmarks for GO/OTB/Note debt. Discuss how the City can create strong demand and broad distribution for its bonds by maximizing the participation of its syndicate members, including how designation policies for the institutional order period can incentivize the senior, co-senior and co-managers.
 - b. How can the City expand and better diversify its investor base? Which institutional investors that do not currently participate in the City's GO/OTB/Note sales would you target? Please explain why and how.
5. Describe your firm's secondary market support of the City's GO/OTB/Note obligations, including your firm's average daily inventory of City securities during the past two years.
6. Please show indicative pricing levels for a Tax-exempt and Taxable \$200 million bond transaction issued under the City's GO credit. Assume the bonds are uninsured and amortize over 20 years. Please show pricing levels, including couponing, spread to AAA MMD or US Treasuries (as applicable), and optional redemption provisions, as of March 1, 2021. Do not include detailed bond schedules. Please discuss any other index, in addition to MMD, that the City should consider in pricing its tax-exempt bonds.
7. Please describe any potential refunding opportunities for the City's GO/OTB obligations.
8. What recommendations would your firm make to the City regarding the anticipated expiration of the PICA Act following the final repayment of outstanding PICA debt in fiscal year 2023? Please discuss potential rating considerations.
9. As Appendix II-A, provide a list of the firm's relevant experience since 1/1/2018 with **general obligation** bond financings (please indicate for each transaction the date of the issue, the name of the issuer, the name of the transaction, par amount, credit structure, type of sale, and your firm's role (i.e. bookrunner, senior manager, co-manager, selling group member). On this list, highlight or otherwise indicate any City transactions.
 - At the end of the list described above, provide a summary table showing:
 - The total principal amount of all general obligation bond issues;
 - The total number of all general obligation issues;
 - The total principal amount of general obligation bond issues of the City; and
 - The total number of general obligation bond issues of the City;
 - In the summary table, please include the underwriting capacity in which your firm served.
10. As Appendix II-B, provide a list of the firm's relevant experience since 1/1/2018 with tax and revenue anticipation notes or other similar forms of short term tax-exempt indebtedness (please indicate for each transaction the date of the issue, the name of the issuer, the name of the transaction, par amount, credit structure, type of sale, and your

firm's role (i.e. bookrunner, senior manager, co-manager, selling group member). On this list, highlight or otherwise indicate any City transactions.

- At the end of the list described above, provide a summary table showing:
 - The total principal amount of all tax and revenue anticipation notes or other similar forms of short term tax-exempt indebtedness;
 - The total number of all tax and revenue anticipation notes or other similar forms of short term tax-exempt indebtedness;
 - The total principal amount of tax and revenue anticipation notes or other similar forms of short term tax-exempt indebtedness of the City; and
 - The total number of tax and revenue anticipation notes or other similar forms of short term tax-exempt indebtedness of the City;
- In the summary table, please include the underwriting capacity in which your firm served.

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Questions Specific to the Airport

Limit: No more than 8 numbered pages, not including appendices.

A. Experience

1. Discuss your firm's knowledge and understanding of the decision-making process, rules and regulations applicable to the issuance of the City's Airport Revenue Bonds. Summarize how your firm provided services to the City for the Airport credit over the past five (5) years, including transaction services, credit support, and/or memos or materials on relevant and meaningful financing ideas.
2. Describe your firm's experience and capabilities to serve as underwriter on airport transactions. Please provide no more than three (3) case studies of airport transactions within the past three (3) years in which your firm served as an underwriter. If possible, include a case study for an airport transaction executed during the current pandemic. Please include the issuer's rating, insurer or letter of credit bank (if applicable), your firm's role (bookrunner, senior manager, co-manager, selling group), and par amount. Do not include transactions that have involved the City of Philadelphia or PHL

B. Proposal Questions

1. Describe your coverage/day-to-day manager and team for the Airport. Provide name, title, location and brief background for key professional(s) in each of the following areas:
 - a. Investment Banking – primary investment banking team (provide contact information for these individuals including any credit specialists)
 - b. Underwriting, Marketing, Sales, and Analytics professionals

Please include number of years of experience, number of years at the firm, and experience applicable to these financings. Do not include resumes.

2. Please discuss any recommended strategies for improving or maintaining the credit ratings for the Airport. Include your understanding of the Airport's current operational and financial challenges, and how to address these with the rating agencies. Please include comments specific to each rating agency. Please discuss your firm's experience with similar credits regarding rating upgrades or maintenance. Please also discuss the optimal number of ratings for each transaction. If it is less than three, would you recommend rotating between agencies on a per deal basis, or dropping one agency entirely?
3. Please discuss any relevant and actionable structuring or marketing ideas you may have to improve the general market reception and pricing performance of the Airport program (for Non-AMT, AMT and Taxable bonds). Please describe any innovations in marketing or structuring that your firm has recently developed for similar credits.
 - a. Discuss how the City and Airport can continue to create strong demand and broad distribution for its bonds by maximizing the participation of its syndicate

members including how designation policies for the institutional order period can incentivize the senior, co-senior and co-managers.

- b. Describe what the City and Airport may do to enhance the receptivity of its bonds to the market. How can the City and Airport better diversify its investor base? Please describe specific recommendations for enhancement during a pandemic. What is the current appetite of investors for City of Philadelphia airport bonds – be specific about who is participating in airport issues and who is not? Which institutional investors that do not currently participate in the City’s Airport Revenue Bond sales would you target? Please explain why and how.
4. Describe your firm’s secondary market support of the City’s Airport obligations, including your firm’s average daily inventory of Airport securities during the past two years.
 5. Please show indicative pricing levels for a Tax-exempt (Non AMT and AMT) and Taxable \$200 million Airport Revenue Bond transaction. Assume the bonds are uninsured, and amortize over 30 years. Please show pricing levels, including couponing, spread to AAA MMD or US Treasuries (as applicable), and optional redemption provisions as of March 1, 2021 for Non AMT, AMT, and Taxable bonds. Do not include detailed bond schedules.
 6. Please describe any potential refunding opportunities for the City’s Airport obligations.
 7. Please discuss any debt management/structuring recommendations the City and Airport should consider when implementing its capital plan. If applicable, please incorporate any thoughts regarding management of the Airport’s Commercial Paper Program.
 8. As an Appendix III-A, provide a list of the firm’s relevant experience since 1/1/2018 with **Airport Revenue Bond financings** (please indicate for each transaction the date of the issue, the name of the issuer, the name of the transaction, par amount, credit structure, type of sale, tax status (Non-AMT, AMT or Taxable), and role of your firm- bookrunner, senior manager, co-manager, or selling group). On this list, highlight or otherwise indicate any transactions of the City.
 - At the end of the list described above, provide a summary table with subtotals by tax status showing:
 - The total principal amount of municipal airport issues;
 - The total number of municipal airport issues;
 - The total principal amount of Philadelphia Airport Bond Issues; and
 - The total number of Philadelphia Airport Bond Issues
 - In the summary table, please include the underwriting capacity in which your firm served.

Questions Specific to PGW

Limit: No more than 8 numbered pages, not including appendices.

A. Experience

1. Discuss your firm's knowledge and understanding of the decision-making process, rules and regulations applicable to the issuance of Philadelphia Gas Works Revenue Bonds. Summarize how your firm provided services to the City for the PGW credit over the past five (5) years, including transaction services, credit support, and/or memos or materials on relevant and meaningful financing ideas.
2. Describe your firm's experience and capabilities to serve as underwriter on gas works or municipal utility transactions. Please provide no more than three (3) case studies of gas or municipal utility transactions within the past three (3) years in which your firm served as an underwriter. Please include in the above the issuer's rating, insurer or letter of credit bank (if applicable), your firm's role (bookrunner, senior manager, co-manager, selling group), and par amount. Do not include transactions that have involved the City of Philadelphia or PGW.

B. Proposal Questions

1. Describe your coverage/day-to-day manager and team for PGW. Provide name, title, location and brief background for key professional(s) in each of the following areas:
 - a. Investment Banking – primary investment banking team (provide contact information for these individuals including any credit specialists)
 - b. Underwriting, Marketing, Sales, and Analytics professionals

Please include number of years of experience, number of years at the firm, and experience applicable to these financings. Do not include resumes.

2. Please discuss any recommended strategies for improving the credit ratings for PGW. Please include comments specific to each rating agency, if applicable. Please discuss your firm's experience with obtaining upgrades for similar credits. Please also discuss the optimal number of ratings for each transaction. If it is less than three, would you recommend rotating between agencies on a per deal basis, or dropping one agency entirely?
3. Please discuss any structuring or marketing ideas you may have to improve the general market reception and pricing performance of the PGW program (for tax-exempt and taxable bonds). Please describe any innovations in marketing or structuring that your firm has recently developed for similar credits.
 - a. Discuss how the City can continue to create strong demand and broad distribution for its bonds by maximizing the participation of its syndicate members including how designation policies for the institutional order period can incentivize the senior, co-senior and co-managers.

- b. Describe what the City may do to enhance the receptivity of its bonds to the market. How can the City and PGW better diversify its investor base. Which institutional investors that do not currently participate in the City's PGW sales would you target? Please explain why and how.
 - c. How can PGW proactively address investors' concerns about the impacts of climate change and the role of natural gas when selling long-term debt?
4. Describe your firm's secondary market support of the City's PGW obligations, including your firm's average daily inventory of PGW securities during the past two years.
5. Please show indicative pricing levels for Tax-exempt and Taxable a \$200 million Philadelphia Gas Works Revenue Bond transaction. Assume the bonds are uninsured and amortize over 30 years. Please show pricing levels, including couponing, spread to AAA MMD or US Treasuries (as applicable), and optional redemption provisions for both Tax-Exempt and Taxable bonds as of March 1, 2021. Do not include detailed bond schedules.
6. Please describe any potential refunding opportunities for PGW obligations.
7. Discuss a strategy for the timing of the issuance of fixed-rate bonds in the context of the management of PGW's commercial paper program.
 - a. Please discuss any debt management/structuring recommendations the City and PGW should consider including thoughts on how City/PGW should best deploy its Commercial Paper Program?
 - b. Discuss your thoughts on the issuance of subordinated bonds in the context of PGW's existing debt and discuss your evaluation of the pros and cons of issuing future new money bonds on a senior or subordinated basis.
8. As an Appendix IV-A, provide a list of the firm's relevant experience since 1/1/2018 with **tax-exempt gas and/or power utility revenue bond financings** (please indicate for each transaction the date of the issue, the name of the issuer, the name of the transaction, par amount, credit structure, type of sale, and the role of your firm-bookrunner, senior manager, co-manager, selling group). On this list, highlight or otherwise indicate any transactions of the City or a City-related agency.
 - At the end of the list described above, provide a summary table showing:
 - The total principal amount of all tax-exempt gas and/or power utility bond financings issues;
 - The total number of all tax-exempt gas and/or power utility revenue bond financings issues;
 - The total principal amount of City/PGW bond issues; and
 - The total number of City/PGW bond issues
 - In the summary table, please include the underwriting capacity in which your firm served.

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Questions Specific to Water

Limit: No more than 8 numbered pages, not including appendices.

A. Experience

1. Discuss your firm's knowledge and understanding of the decision-making process, rules and regulations applicable to the issuance of the City's Water and Wastewater Revenue Bonds. Summarize how your firm provided services to the City for the Water Department over the past five (5) years, including transaction services, credit support, and/or memos or materials on relevant and meaningful financing ideas. Specifically address your firm's understanding of the City's general Water and Wastewater Revenue Bond Ordinance of 1989, as amended and supplemented. Please include any specific experience structuring and marketing Green Bonds and the resulting benefit, if any..
2. Please provide no more than three (3) brief case studies of water and/or wastewater transactions within the past three (3) years in which your firm served as an underwriter. Please include in the above the issuer's rating, insurer or letter of credit bank (if applicable), your firm's role (bookrunner, senior manager, co-manager, selling group), and par amount. Do not include transactions that have involved the City of Philadelphia or the Water Department.

B. Proposal Questions

1. Describe your coverage/day-to-day manager and team for the Water Department. Provide name, title, location and brief background for key professional(s) in each of the following areas:
 - a. Investment Banking – primary investment banking team (provide contact information for these individuals including any credit specialists)
 - b. Underwriting, Marketing, Sales, and Analytics professionalsPlease include number of years of experience, number of years at the firm, and experience applicable to these financings. Do not include resumes.
2. Please discuss any recommended strategies for maintaining or improving the credit ratings for the City's Water and Wastewater System Revenue Bonds. Please refer to the Water Department's Fiscal Year 2019 financial statements and prepare a peer comparison. Please include comments specific to each rating agency and the results of your peer comparison. Please also discuss the optimal number of ratings for each transaction. If it is less than three, would you recommend rotating between agencies on a per deal basis, or dropping one agency entirely?
3. Please discuss any structuring and marketing ideas you may have to improve the general market reception and pricing performance of the City's Water and Wastewater System Revenue bonds. Please describe any innovations in marketing or structuring that your firm has recently developed for similar credits.

- a. Discuss how the City can continue to create strong demand and broad distribution for its Water and Wastewater System Revenue bonds by maximizing the participation of its syndicate members including how designation policies for the institutional order period can incentivize the senior, co-senior and co-managers.
 - b. Describe what the City and the Water Department can do to enhance the receptivity of its bonds to the market. How can the City and the Water Department better diversify its investor base. Please identify the institutional investors that have not recently participated in a Water and Sewer Revenue Bonds transaction that your firm would target for any future issuance? Please explain the reasons why and your approach.
4. Describe your firm's secondary market support of the City's Water and Wastewater obligations, including your firm's average daily inventory of Water and Wastewater bonds during the past two years.
5. Please show indicative pricing levels for a Tax-exempt and Taxable \$200 million Water and Wastewater Revenue Bond transaction. Assume the bonds are uninsured and amortize over 35 years. Please show pricing levels, including couponing, spread to AAA MMD or US Treasuries (as applicable), and optional redemption provisions for both Tax-Exempt and Taxable bonds as of March 1, 2021. Do not include detailed bond schedules.
6. Please describe any potential refunding opportunities for Water and Wastewater System Revenue obligations.
7. Given the current ratings and flow of funds, please discuss any debt issuance and/or debt restructuring recommendations the City and the Water Department should consider, including your thoughts on the issuance of a subordinated structure or second lien bonds in the context of the existing debt and discuss your evaluation of the pros and cons of issuing future new money bonds on a senior or subordinated basis.
8. Please provide your thoughts on how the Water Department could best utilize Commercial Paper as a financing tool in the implementation of its capital program.
9. As an Appendix V-A, provide a list of the firm's relevant experience since 1/1/2018 with **Water and Wastewater Revenue Bond financings** (please indicate for each transaction the date of the issue, the name of the issuer, the name of the transaction, par amount, credit structure, type of sale, and the role of your firm-bookrunner, senior manager, co-manager, selling group). On this list, highlight or otherwise indicate any transactions of the City or a City-related agency.
 - At the end of the list described above, provide a summary table showing:
 - The total principal amount of all tax-exempt water and/or wastewater bond financings issues;
 - The total number of all tax-exempt water and/or wastewater bond financings issues;

- The total principal amount of City's Water and Wastewater System Revenue bond issues; and
 - The total number of City's Water and Wastewater System Revenue bond issues
- In the summary table, please include the underwriting capacity in which your firm served.

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Questions for All Applicants

Firms proposing for any pool must respond to this section.

8. **Tax and Regulatory Status and Clearance Statement**
Include a statement, in the form requested in **Appendix A**, attesting to Applicant's tax and regulatory compliance with the City.
9. **Disclosure of Litigation; Disclosure of Administrative Proceedings**
Provide, for the 5-year period preceding the date of this RFQ, a description of any judicial or administrative proceeding that is material to Applicant's business or financial capability or to the subject matter of this RFQ, or that could interfere with Applicant's performance of the work requested by this RFQ, including, but not limited to, any civil, criminal or bankruptcy litigation; any debarment or suspension proceeding; any criminal conviction or indictment; and any order or agreement with or issued by a court or local, state or federal agency. For each such proceeding, state the name of the case or proceeding, the parties involved, the nature of the claims involved, its current status and the final disposition, if any. Provide the same information for any officer, director, principal, or partner of Applicant's organization, and for any subcontractor Applicant plans to use to perform the services described in this RFQ.
10. **Statement of Financial Capacity**
Provide documentation demonstrating fiscal solvency and financial capability to perform the work sought by this RFQ. Provide a general, independent statement of the Applicant's financial condition in addition to one or more of the following:
 - Applicant's most recent audited or unaudited financial statements;
 - Disclosure of any bankruptcy filings over the past five years;
 - Most recent IRS Form 990 (for non-profit organizations only).
11. **LGBTQ-Owned Business Data Collection (Optional if applicable to Applicant and/or Applicant's proposed subcontractors)**
As part of the City's commitment to diversity, equity and inclusion in all aspects of City procurement, the City is collecting data to identify the number of companies beneficially owned and controlled by Lesbian, Gay, Bisexual, Transgender and Queer persons who wish to do business with the City (collectively, "LGBTQ businesses"). The data will be used to identify the number of LGBTQ businesses currently doing business with the City. It will also assist in efforts to include LGBTQ certified businesses into the City's vendor database. Response to this form, **Appendix C**, is voluntary. (See Section III. F)
12. **Disclosure Requirements**
Pursuant to Chapter 17-1400 of the Philadelphia Code, Applicants are required to disclose their campaign contributions to political candidates and incumbents who are running for, or currently serving in, a local (Philadelphia) or state-wide elected office anywhere within the Commonwealth of Pennsylvania (federal campaign contributions are not included); any consultants used in responding to the RFQ and contributions those consultants have made; prospective subcontractors; and whether Applicant or any representative of Applicant has

received any requests for money or other items of value or advice on particular firms to satisfy minority-, woman- or disabled-owned business participation goals from City employees. This information, as well as a proposal or any other response document required, is part of the online application. For more information, please consult the reference materials found on the website, e-mail econtractphilly@phila.gov or call 215-686-4914.

Applicants are advised that under Chapter 17-1400 individuals and businesses that make campaign contributions in excess of the amounts set forth in Section 17-1404(1), as periodically adjusted, are ineligible to enter into a City contract or subcontract at any tier. Applicants should take this into consideration in electing to apply for this opportunity or in selecting subcontractors if awarded a contract to perform the work sought by this RFQ.

13. Defaults

Provide a description, in detail, of any situation occurring within the past five (5) years in which the Applicant, or a joint venture or partnership of which Applicant was a part, defaulted or was deemed to be in noncompliance of any contractual obligations, explaining the issues involved in the default, the outcome, the actions taken by Applicant to resolve the matter. Also provide the name, title and telephone number of the party to the contract who asserted the event of default or noncompliance or the individual who managed the contract for that party.

14. Statement of Anticipated Job Creation

Applicant shall provide a narrative description on whether and how a contract award based on its proposal will result in new job creation within the following: 1) City of Philadelphia; 2) Philadelphia Metropolitan Statistical Area; 3) Commonwealth of Pennsylvania; 4) United States of America. For each job anticipated, the Applicant shall describe the following: job title, job description, educational qualifications, and anticipated annual salary or anticipate annual hourly rate.

B. The Philadelphia Tax and Regulatory Status and Clearance Statement

It is the policy of the City of Philadelphia to ensure that each contractor and subcontractor has all required licenses and permits and is current with respect to the payment of City taxes or other indebtedness owed to the City (including, but not limited to, taxes collected by the City on behalf of the School District of Philadelphia), and is not in violation of other regulatory provisions contained in the Philadelphia Code. To assist the City, through its Department of Revenue and Department of Licenses and Inspections, in determining this status, each Applicant is required to submit with its proposal the certification statement entitled City of Philadelphia Tax and Regulatory Status and Clearance Statement which is attached to this RFQ as **Appendix A**.

If the Applicant is not in compliance with the City's tax and regulatory codes, an opportunity will be provided to enter into satisfactory arrangements with the City. If satisfactory arrangements cannot be made, Applicants will not be eligible for award of the contract contemplated by this RFQ.

The selected Applicant will also be required to assist the City in obtaining the above information from its proposed subcontractors (if any). If a proposed subcontractor is not in compliance with City Codes and fails to enter into satisfactory arrangements with the City, the non-compliant subcontractor will be ineligible to participate in the contract contemplated by this RFQ and the selected applicant may find it necessary to replace the non-compliant subcontractor with a compliant subcontractor. Applicants are advised to take these City policies into consideration when entering into their contractual relationships with proposed subcontractors.

If an Applicant or a proposed subcontractor is not currently in compliance with the City's tax and regulatory codes, please contact the Revenue Department to make arrangements to come into compliance at 215-686-6600 or revenue@phila.gov.

Applicants need not have a City of Philadelphia Business Income and Receipts Tax Account Number (formerly Business Privilege Tax Account Number) and Commercial Activity License Number (formerly Business Privilege License Number) to respond to this RFQ, but will, in most circumstances, be required to obtain one or both if selected for award of the contract contemplated by the RFQ.¹ Applications for a Business Income and Receipts Tax Account Number or a Commercial Activity License² may be made on line by visiting the City of Philadelphia Business Services Portal at <http://business.phila.gov/Pages/Home.aspx> and clicking on "Register Now." If you have specific questions, call the Department of Revenue at 215-686-6600 for questions related to City of Philadelphia Business Income and Receipts Tax Account Number or the Department of Licenses and Inspections at 215-686-2490 for questions related to the Commercial Activity License.

C. Compliance with Philadelphia 21st Century Minimum Wage and Benefits Ordinance

Applicants are advised that any contract awarded pursuant to this RFQ is a "Service Contract," and the successful Applicant under such contract is a "Service Contractor," as those terms are defined in Chapter 17-1300 of the Philadelphia Code ("Philadelphia 21st Century Minimum Wage and Benefits Standard Ordinance") Any Subcontractor (as defined in the General Provisions attached as an Appendix to this RFQ), and any sub-subcontractor at any tier proposed to perform services sought by this RFQ, is also a "Service Contractor" for purposes of Chapter 17-1300. If any such Service Contractor (i.e. Applicant and subcontractors at any tier) is also an "Employer," as that term is defined in Section 17-1302 (more than five employees), and is among the Employers listed in Section 17-1303 of the Code, then during the term of any resulting contract, it is subject to the minimum wage and benefits provisions set forth in Chapter 17-1300 unless it is granted a waiver or partial waiver under Section 17-1304. Absent a waiver, these minimum wage and benefits provisions, which include a minimum hourly wage that is adjusted annually based on the CPI, health care and sick leave benefits, are mandatory and must be provided to Applicant's employees or the employees of any subcontractor at any tier who perform services related to the City contract resulting from this RFQ. Applicants and any

¹ Applicants that have a Business Privilege Tax Number should use that number, as it is automatically their Commercial Activity License Number, and need not apply for a new Commercial Activity License Number. Similarly, Applicants with a Business Privilege Tax Account Number should use that number as their Business Income and Receipts Tax Account Number.

² Commercial Activity Licenses are not typically required for non-profit organizations; however, Business Income and Receipts Tax Account Numbers typically are required.

subcontractors at any tier proposed by Applicants are strongly encouraged to consult Chapter 17-1300 of the Philadelphia Code,³ the General Provisions, and the About/Minimum Wage and Equal Benefits Ordinances Impacting Some City Contractors links on the eContract Philly home page for further details concerning the applicability of this Chapter to, and obligations it imposes on certain City contractors and subcontractors at any tier. In addition to the enforcement provisions contained in Chapter 17-1300, the successful Applicant's failure or the failure of any subcontractor at any tier to comply (absent an approved waiver) with the provisions of Chapter 17-1300, or any discrimination or retaliation by the successful Applicant or Applicant's subcontractors at any tier against any of their employees on account of having claimed a violation of Chapter 17-1300, shall be a material breach of any Service Contract resulting from this RFP. By submitting a proposal in response to this RFP, Applicants acknowledge that they understand, and will comply with the requirements of Chapter 17-1300, and will require the compliance of their subcontractors at any tier if awarded a contract pursuant to this RFP. Applicants further acknowledge that they will notify any subcontractors at any tier proposed to perform services related to this RFP of the requirements of Chapter 17-1300.

D. Certification of Compliance with Equal Benefits Ordinance

If this RFP is a solicitation for a "Service Contract" as that term is defined in Philadelphia Code Section 17-1901(4) ("A contract for the furnishing of services to or for the City, except where services are incidental to the delivery of goods. The term does not include any contract with a governmental agency."), and will result in a Service Contract in an amount in excess of \$250,000, pursuant to Chapter 17-1900 of the Philadelphia Code (*see* footnote 3 for online access to the Philadelphia Code), the successful Applicant shall, for any of its employees who reside in the City, or any of its employees who are non-residents subject to City wage tax under Philadelphia Code Section 19-1502(1)(b), be required to extend the same employment benefits the successful Applicant extends to spouses of its employees to life partners of such employees, absent a waiver by the City under Section 17-1904. By submission of their Proposals in response to this RFP, all Applicants so acknowledge and certify that, if awarded a Service Contract pursuant to this RFP, they will comply with the provisions of Chapter 17-1900 of the Philadelphia Code and will notify their employees of the employment benefits available to life partners pursuant to Chapter 17-1900. Following the award of a Service Contract subject to Chapter 17-1900 and prior to execution of the Service Contract by the City, the successful Applicant shall certify that its employees have received the required notification of the employment benefits available to life partners and that such employment benefits will actually be available, or that the successful Applicant does not provide employment benefits to the spouses of married employees. The successful Applicant's failure to comply with the provisions of Chapter 17-1900 or any discrimination or retaliation by the successful Applicant against any employee on account of having claimed a violation of Chapter 17-1900 shall be a material breach of the any Service Contract resulting from this RFP. Further information concerning the applicability of the Equal Benefits Ordinance, and the obligations it imposes on certain City contractors is contained in the General Provisions attached to this RFP and the About/Minimum Wage and Equal Benefits Ordinances Impacting Some City Contractors links on the eContract Philly home page.

³ A link to the Philadelphia Code is available on the City's official web site, www.phila.gov. Click on "City Code and Charter," located to the bottom right of the Welcome page under the box "Transparency."

E. Local Business Entity or Local Impact Certification

Pursuant to Mayoral Executive Order No. 04 -12, the City Department will, in the selection of the successful Applicant, consider whether that Applicant has certified that either (1) Applicant meets the criteria stated in Section 17-109(3)(b) of the Philadelphia Code to qualify as a Local Business Entity or (2) in the performance of the resulting contract, Applicant will employ City residents, or perform the work in the City. Any Applicant who wishes to demonstrate its eligibility for this consideration shall do so by completing, executing and attaching to its application a completed Local Business Entity or Local Impact Certification, the form of which is attached to this RFP as **Exhibit B**. The Applicant shall then also include in a separate section of the application, labeled “Local Business Entity or Local Impact Certification,” a statement that the Applicant believes it has met the Local Business Entity or Local Impact criteria “as set forth in the attached Local Business Entity or Local Impact Certification.” The City Department shall deem it a positive factor where the Applicant has, in the City’s sole discretion, met the Local Business Entity or Local Impact criteria.

F. LGBTQ Applicant Opportunity Data

*Department please note that the “LGBTQ Applicant Opportunity Data” form is a fillable PDF available on the City’s intranet website at <http://citynet.phila.gov/contracts/templates.html> and must be attached to this RFP as a PDF at **Appendix C**.*

As part of the City’s commitment to diversity, equity and inclusion in all aspects of City procurement, the City is collecting data to identify the number of companies beneficially owned and controlled by Lesbian, Gay, Bisexual, Transgender and Queer persons who wish to do business with the City (collectively, “LGBTQ businesses”). The data will be used to identify the number of LGBTQ businesses currently doing business with the City. It will also assist in efforts to include LGBTQ certified businesses into the City’s vendor database. Response to this form, **Appendix C**, is voluntary.

G. Selection Process

The City will base its selection on criteria that include, but are not limited to:

1. Superior ability or capacity to meet particular requirements of contract and needs of City Department and those it serves
2. Eligibility under Code provisions relating to campaign contributions
3. Superior prior experience of Applicant and staff
 - Superior quantitative capabilities
 - Overall underwriting experience
 - Discussions/experience with AMT and Non-AMT and taxable financings
 - Relevant investment banking experience and expertise, and in particular, ability to price and market bonds
 - Relevant experience with current market conditions, LOC, conversions, refundings
 - Experience of the professionals anticipated to be assigned to work under the contract

- Overall proposal and understanding of the City’s financing objectives and provision of value generating ideas to meet these objectives
 - Overall tax-exempt GO, Water, Gas and/or power utility financing experience and taxable and tax-exempt Airport financing experience
4. Superior quality, efficiency and fitness of proposed solution for City Department
 5. Superior skill and reputation, including timeliness and demonstrable results
 6. Special benefit to continuing services of incumbent, such as operational difficulties with transition or needs of population being served
 7. Benefit of promoting long-term competitive development and allocation of experience to new or small businesses, including those owned by minority or disabled persons or by women
 8. Lower cost
 9. Administrative and operational efficiency, requiring less City oversight and administration
 10. Anticipated long-term cost effectiveness
 11. Meets prequalification requirements
 12. Applicant’s certification of its Local Business Entity/Local Impact status pursuant to Executive Order 04-12

IV. Proposal Administration

A. Procurement Schedule

RFQ Posted	February 10, 2021
Applicant Questions Due	February 24, 2021
Answers Posted on RFQ website	March 3, 2021
Proposals Due	March 24, 2021
Virtual Interview Presentations	May 5, 2021
Applicant Selection	May 2021

The above dates are estimates only and the City reserves the right, in its sole discretion, to change this schedule. Notice of changes in the due date for Applicant questions, the date for proposal submission and interview presentations will be posted on the City’s website at www.phila.gov/rfp. The other dates/times listed may be changed without notice to prospective Applicants.

B. Questions Relating to the RFQ

All questions concerning this RFQ must be submitted in writing via email to Jacqueline Dunn (Jacqueline.Dunn@phila.gov), Matthew Bowman (Matthew.Bowman@phila.gov), and Saledeem Major (Saledeem.Major@phila.gov) no later than 5:00 PM (Philadelphia Local Time) on Wednesday, February 24, 2021. The City will respond to questions it considers appropriate to the RFQ and of interest to all Applicants, but reserves the right, in its discretion, not to respond to any question. Responses will be posted on the City’s website at www.phila.gov/rfp. Responses posted on the City’s website become part of the RFQ upon posting. The City reserves the right,

in its discretion, to revise responses to questions after posting, by posting the modified response. No oral response to any Applicant question by any City employee or agent shall be binding on the City or in any way considered to be a commitment by the City.

C. Interviews; Presentations

As part of the selection process, the City may invite firms to a virtual interview presentation. Presentations provide the City with an opportunity to further evaluate a firm beyond their RFQ submission. Applicants will receive a notice of at least five business (5) days prior to the date of the virtual presentation. The City requires the Applicant's day-to-day investment banking team in addition to the credit experts and sales team to be present at the virtual interview presentation.

D. Term of Pools

The initial term of the pools shall be three years from the date of selection. The City may, at its sole option, extend the pools for at least one (1) additional one-year term. The City reserves the right to appoint additional firms to its pools at its sole discretion during the term of the pools if a firm demonstrates it meets the selection criteria herein described.

V. General Rules Governing RFPs/Proposals; Reservation of Rights and Confidentiality

A. Revisions to RFQ

The City reserves the right to change, modify or revise the RFQ at any time. Any revision to this RFP will be posted on eContract Philly with the original Opportunity Details. It is the Applicant's responsibility to check the eContract Philly website frequently to determine whether additional information has been released or requested.

B. City Employee Conflict Provision

City of Philadelphia employees and officials are prohibited from submitting a proposal in response to this RFQ. No proposal will be considered in which a City employee or official has a direct or indirect interest.

C. Proposal Binding

By submitting its proposal, each Applicant agrees that it will be bound by the terms of its proposal for a minimum of 180 calendar days from the application deadline for this RFQ. An Applicant's refusal to enter into a contract which reflects the terms and conditions of this RFQ or the Applicant's proposal may, in the City's sole discretion, result in rejection of Applicant's proposal.

D. Reservation of Rights

By submitting its response to this notice of contract opportunity as posted on the eContract Philly web site ("eContractPhilly"), the Applicant accepts and agrees to this Reservation of Rights and to the terms of this Notice of Contract Opportunity. The term "notice of contract opportunity," as used herein, means this RFP and includes all information posted on eContract Philly in relation to this "New Contract Opportunity" as published on eContract Philly, including, without limitation, the information posted for this opportunity on the "Detailed Information for Opportunity" page, in the eContractPhilly "Opportunity List," and including in addition to this

RFP, any other document linked to the Detailed Information for Opportunity Page or otherwise displayed on or linked to this notice of contract opportunity.

1. This Notice of Contract Opportunity

The City reserves and may, in its sole discretion, exercise any one or more of the following rights and options with respect to this notice of contract opportunity:

- (a) to reject any and all proposals and to reissue this notice of contract opportunity at any time prior to execution of a final contract;
- (b) to issue a new notice of contract opportunity with terms and conditions substantially different from those set forth in this or a previous notice of contract opportunity;
- (c) to issue a new notice of contract opportunity with terms and conditions that are the same or similar as those set forth in this or a previous notice of contract opportunity in order to obtain additional proposals or for any other reason the City determines to be in the City's best interest;
- (d) to extend this notice of contract opportunity in order to allow for time to obtain additional proposals prior to the notice of contract opportunity application deadline or for any other reason the City determines to be in the City's best interest;
- (e) to supplement, amend, substitute or otherwise modify this notice of contract opportunity at any time prior to issuing a notice of intent to contract to one or more Applicants;
- (f) to cancel this notice of contract opportunity at any time prior to the execution of a final contract, whether or not a notice of intent to contract has been issued, with or without issuing, in the City's sole discretion, a new notice of contract opportunity for the same or similar services;
- (g) to do any of the foregoing without notice to Applicants or others, except such notice as the City, in its sole discretion, elects to post on eContractPhilly.

2. Proposal Selection and Contract Negotiation

The City reserves and may, in its sole discretion, exercise any one or more of the following rights and options with respect to proposal selection:

- (a) to reject any proposal if the City, in its sole discretion, determines the proposal is incomplete, deviates from or is not responsive to the requirements of this notice of contract opportunity, does not comply with applicable law (including, without limitation, Chapter 17-1400 of the Philadelphia Code), is conditioned in any way, or contains ambiguities, alterations or items of work not called for by this notice of contract opportunity, or if the City determines it is otherwise in the best interest of the City to reject the proposal;
- (b) to reject any proposal if, in the City's sole judgment, the Applicant has been delinquent or unfaithful in the performance of any contract with the City or with others; is delinquent, and has not made arrangements satisfactory to the City, with respect to the payment of City taxes or taxes collected by the City on behalf of the School District of Philadelphia, or other indebtedness owed to the City; is not in compliance with City regulatory codes applicable to Applicant; is financially or technically incapable; or is otherwise not a responsible Applicant;
- (c) to waive any defect or deficiency in any proposal, including, without limitation, those identified in subsections (a) and (b) preceding, if, in the City's sole judgment, the defect or deficiency is not material to the proposal;
- (d) to require, permit or reject, in the City's sole discretion, amendments (including, without limitation, information omitted), modifications, clarifying information, and/or

corrections to their proposals by some or all of the Applicants at any time following proposal submission and before the execution of a final contract;

(e) to issue a notice of intent to contract and/or execute a contract for any or all of the items in any proposal, in whole or in part, as the City, in its sole discretion, determines to be in the City's best interest;

(f) to enter into negotiations with any one or more Applicants regarding price, scope of services, or any other term of their proposals, and such other contractual terms as the City may require, at any time prior to execution of a final contract, whether or not a notice of intent to contract has been issued to any Applicant and without reissuing this notice of contract opportunity;

(g) to enter into simultaneous, competitive negotiations with multiple Applicants or to negotiate with individual Applicants, either together or in sequence, and to permit or require, as a result of negotiations, the expansion or reduction of the scope of services or changes in any other terms of the submitted proposals, without informing other Applicants of the changes or affording them the opportunity to revise their proposals in light thereof, unless the City, in its sole discretion, determines that doing so is in the City's best interest;

(h) to discontinue negotiations with any Applicant at any time prior to the execution of a final contract, whether or not a notice of intent to contract has been issued to the Applicant, and to enter into negotiations with any other Applicant, if the City, in its sole discretion, determines it is in the best interest of the City to do so;

(i) to rescind, at any time prior to the execution of a final contract, any notice of intent to contract issued to an Applicant, and to issue or not issue a notice of intent to contract to the same or a different Applicant and enter into negotiations with that Applicant, if the City, in its sole discretion, determines it is in the best interest of the City to do so;

(j) to elect not to enter into any contract with any Applicant, whether or not a notice of Intent to Contract has been issued and with or without the reissuing this notice of contract opportunity, if the City determines that it is in the City's best interest to do so;

(k) to require any one or more Applicants to make one or more presentations to the City at the City's offices or other location as determined by the City, at the Applicant's sole cost and expense, addressing the Applicant's proposal and its ability to achieve the objectives of this notice of contract opportunity;

(l) to conduct on-site investigations of the facilities of any one or more Applicants (or the facilities where the Applicant performs its services);

(m) to inspect and otherwise investigate projects performed by the Applicant, whether or not referenced in the proposal, with or without consent of or notice to the Applicant;

(n) to conduct such investigations with respect to the financial, technical, and other qualifications of each Applicant as the City, in its sole discretion, deems necessary or appropriate; and,

(o) to do any of the foregoing without notice to Applicants or others, except such notice as the City, in its sole discretion, elects to post on eContractPhilly.

E. Confidentiality and Public Disclosure

The successful Applicant shall treat all information obtained from the City which is not generally available to the public as confidential and/or proprietary to the City. The successful Applicant shall exercise all reasonable precautions to prevent any information derived from such sources from being disclosed to any other person. The successful Applicant agrees to indemnify and hold

harmless the City, its officials and employees, from and against all liability, demands, claims, suits, losses, damages, causes of action, fines and judgments (including attorney's fees) resulting from any use or disclosure of such confidential and/or proprietary information by the successful Applicant or any person acquiring such information, directly or indirectly, from the successful Applicant.

By submission of a proposal, Applicants acknowledge and agree that the City, as a municipal corporation, is subject to state and local public disclosure laws and, as such, is legally obligated to disclose to the public documents, including proposals, to the extent required thereunder. Without limiting the foregoing sentence, the City's legal obligations shall not be limited or expanded in any way by an Applicant's assertion of confidentiality and/or proprietary data.

APPENDIX A

**CITY OF PHILADELPHIA TAX AND REGULATORY
STATUS AND CLEARANCE STATEMENT
FOR APPLICANTS**

THIS IS A CONFIDENTIAL TAX DOCUMENT NOT FOR PUBLIC DISCLOSURE

This form must be completed and returned with Applicant’s proposal in order for Applicant to be eligible for award of a contract with the City. Failure to return this form will disqualify Applicant’s proposal from further consideration by the contracting department. Please provide the information requested in the table, check the appropriate certification option and sign below:

Applicant Name*	
Contact Name and Title	
Street Address	
City, State, Zip Code	
Phone Number	
Federal Employer Identification Number or Social Security Number: *	
Philadelphia Business Income and Receipts Tax Account Number (f/k/a Business Privilege Tax) (if none, state “none”)*	
Commercial Activity License Number (f/k/a Business Privilege License) (if none, state “none”)*	

____ I certify that the Applicant named above has all required licenses and permits and is current, or has made satisfactory arrangements with the City to become current with respect to the payment of City taxes or other indebtedness owed to the City (including, but not limited to, taxes collected by the City on behalf of the School District of Philadelphia), and is not in violation, or has made satisfactory arrangements to cure any violation, or other regulatory provisions applicable to Applicant contained in the Philadelphia Code.

____ I certify that the Applicant named above does not currently do business, or otherwise have an economic presence in Philadelphia. If Applicant is awarded a contract with the City, it promptly will take all steps necessary to bring it into compliance with the City’s tax and other regulatory requirements.

Authorized Signature

Date

Print Name and Title

*Applicant name and number **must** correspond with those on file. Review the name and TIN requirements in the RFP’s “Mandatory Online Application Requirements” section. Also, you may apply for a City of Philadelphia Business Income and Receipts Tax Account Number or a Commercial Activity License on line after you have registered your business on the City’s Business Services website located at <http://business.phila.gov/Pages/Home.aspx>. Click on “Register” or “Register Now” to register your business.

APPENDIX B
LOCAL BUSINESS ENTITY OR LOCAL IMPACT CERTIFICATION

Instructions: Applicants who seek as a positive factor in the City’s consideration of their application that they meet the Local Business Entity or Local Impact criteria as provided in Mayoral Executive Order No. 04-12 should complete this Certification and return it with their application. Applicants providing this Certification should also include in a separate section of their application labeled “Local Business Entity or Local Impact Certification,” a statement that the Applicant believes it has met the Local Business Entity or Local Impact criteria “as set forth in the attached Local Business Entity or Local Impact Certification.” Check all appropriate certification options that are applicable to Applicant and sign below:

Applicant Name: _____

Local Business Entity Certification

___ I certify that the Applicant named above is a Local Business Entity because Applicant complies with the following criteria set forth in Section 17-109(3)(b) of the Philadelphia Code:

I. During the preceding 12 months, Applicant has filed a Business Income and Receipts Tax return with the City establishing that Applicant conducted business within the City within the calendar year preceding the filing of the return; and

II. During the preceding 18 months, Applicant:

A. Has continuously maintained a valid Commercial Activity License and all other licenses and permits necessary to conduct business with the City;

B. Has continuously occupied and staffed an office within the City, where business is conducted; and

(1) Applicant’s principal place of business is located in the City; or

(2) Applicant continuously satisfied at least two of the three following requirements (*Check those applicable to Applicant*):

___ (a) More than 60% of Applicant’s full-time employees are reported as Philadelphia Residents on the City of Philadelphia Annual Reconciliation of Employer Wage Tax;

___ (b) More than 50% of Applicant’s full-time employees work in the City at least 60% of the time; or

___ (c) More than 75% of Applicant’s gross receipts are reported on Applicant’s Business and Income Receipt Tax return as Philadelphia receipts.

Local Impact Certification

___ I certify that in the performance of a contract resulting from this RFP, the Applicant named above will employ City residents.

___ I certify that in the performance of a contract resulting from this RFP, the Applicant will perform the work in the City.

Authorized Signature

Date

Print Name and Title