

REQUEST FOR QUALIFICATIONS FOR BOND COUNSEL SERVICES
STATE OF NEW JERSEY
APPOINTMENT TO BOND COUNSEL POOL FOR A TWO - YEAR PERIOD

Issued by the
State of New Jersey
Department of Law & Public Safety

Date Issued:
Monday, April 28, 2008

Question and Answer Cut-Off Date:
5:00 P.M. Friday, May 9, 2008

Proposals Due Date:
5:00 P.M. Friday, May 30, 2008

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**REQUEST FOR QUALIFICATIONS ("RFQ")
FOR
BOND COUNSEL SERVICES
STATE OF NEW JERSEY**

APPOINTMENT TO BOND COUNSEL POOL FOR A TWO-YEAR PERIOD

1.0 PURPOSE AND INTENT

- 1.1 Proposals are being sought on behalf of the State of New Jersey (the "State") for an appointment as Bond Counsel to the State as part of a pool of Bond Counsel (the "Pool") during the period of designation in connection with various types of obligations issued by the State and various independent authorities as described below, including general obligation bonds, short-term notes, certificates of participation, and subject to appropriation obligations (collectively, the "bonds"). You are invited to submit a proposal for appointment to the proposed Pool of Bond Counsel.
- 1.2 The Attorney General will designate one or more attorneys from the Division of Law in the Department of Law and Public Safety who will be the sole point(s) of contact for all matters pertaining to this engagement and who will oversee and coordinate the activities of Bond Counsel.
- 1.3 The firm selected as Bond Counsel must comply with all local, State and federal laws, rules and regulations applicable to the engagement and to the services to be performed thereunder.
- 1.4 Compensation for the firm selected as Bond Counsel shall be negotiated based upon the provisions set forth in Sections 4.0 and 6.0 below.

2.0 MINIMUM QUALIFICATIONS

AT A MINIMUM, RESPONDING FIRMS MUST HAVE THE FOLLOWING QUALIFICATIONS:

Experience as Bond Counsel for projects requiring:

- (1) Federal Securities Law applicable to the types of obligations described herein; and
- (2) Expertise in Federal Tax Law Matters as applicable to the types of obligations described herein.

Failure by a firm to meet these minimum requirements will result in the proposal's immediate rejection.

3.0 ANTICIPATED FINANCINGS

3.1 Types of Bonds.

The anticipated financings for which the Pool will be used include, but are not limited to, the following:

- General Obligation Bonds

General obligation bonds may be issued to fund new projects and to refund certain outstanding general obligation bonds of the State. The general obligation bonds will be issued pursuant to bond acts enacted by the New Jersey State Legislature and approved by the voters of the State. Refunding general obligation bonds will be issued pursuant to the Refunding Bond Act of 1985, constituting chapter 74 of the Laws of 1985 of New Jersey, as amended. The general obligation bonds may consist of tax-exempt governmental bonds, tax-exempt 501(c)(3) bonds and exempt facility bonds as well as bonds which are taxable for federal income tax purposes. The general obligations bonds shall be direct and general obligations of the State and the faith and credit of the State shall be pledged for the payment thereof.

- Short-Term Note Program

The State's short-term financing program may consist of one or more tranches of fixed rate notes and/or one or more tranches of commercial paper (collectively, the "short-term notes"). The short-term notes will be authorized pursuant to an annual appropriations act for the applicable fiscal year. The proceeds of the short-term notes are used to provide effective cash flow management for revenues and expenditures of the General Fund and the Property Tax Relief Fund of the State to implement the applicable annual appropriations act. The short-term notes do not constitute a general obligation of the State or a debt or liability within the meaning of the State Constitution for which the faith and credit and taxing power is pledged, but are special obligations of the State payable solely from monies of the State on deposit in the General Fund and the Property Tax Relief Fund.

- Certificates of Participation.

The State, acting through the Director of the Division of Purchase and Property in the State Department of the Treasury, may enter into lease purchase agreements which provide for the acquisition of equipment, services and real property to be used by various departments and agencies of the State. Certificates of participation are issued that represent the proportionate interest of the owners thereof in lease payments to be made by the State under the terms of the lease purchase agreement. Pursuant to the lease purchase agreement, the State covenants to make lease payments in an amount equal to the debt service on the certificates of participation, subject to and dependent upon appropriations being made from time to time by the State Legislature. The certificates of participation are typically issued on a tax-exempt basis. The State may also elect to refund certain of its outstanding certificates of participation.

