

**REQUEST FOR PROPOSALS (RFP)
FOR
INVESTMENT BANKING SERVICES:
SENIOR MANAGER, CO-SENIOR MANAGER, AND CO-MANAGER**

Appointment to the NJ Building Authority's
State Building Revenue New Money and Refunding Bond Sale – Fall 2013

**Issued by the
State of New Jersey
Treasurer's Office**

Date Issued: Monday, September 9, 2013

**Responses due by 3:00 PM NJ Time on
Wednesday, September 18, 2013**

Andrew Sidamon-Eristoff
State Treasurer
State of New Jersey
Department of the Treasury

REQUEST FOR PROPOSALS (RFP): INVESTMENT BANKING SERVICES

1. PURPOSE AND INTENT

The Treasurer of the State of New Jersey (the "State") is soliciting proposals on behalf of the NJ Building Authority ("NJBA") from qualified firms interested in performing senior manager ("Senior Manager"), co-senior manager ("Co-Senior Manager") or co-manager ("Co-Manager") underwriting services for the NJBA's upcoming State Building Revenue New Money and Refunding Bond Plan anticipated for Fall 2013. It is the State Treasurer's policy directive, that when a competitive sale of bonds is not appropriate, to issue a request for proposal for investment banking services on a transaction by transaction basis. Based on a review of the responses to this Request for Proposal ("RFP"), the State on behalf of the Authority intends to select a Senior Manager. Firms which apply for Senior Manager, Co-Senior Manager, and Co-Manager will be considered when the syndicate is formed. Firms which apply for Senior Manager but are not selected will be considered for Co-Senior Manager or Co-Manager. All remaining firms, including those who have applied only for Co-Manager, will then be considered for the syndicate.

2. SCOPE OF SERVICES

The selected underwriter will work with the Office of Public Finance, the Department of the Treasury, the NJBA, the Office of the Attorney General and other professionals selected by the State and the NJBA, in the negotiated sale of bonds for new money and refunding purposes. The Senior Manager selected will be required to provide some or all of the services identified below, at the request of the State and the NJBA. Co-Senior Managers (if any), and Co-Managers shall provide information and assistance upon request and shall act as members of the underwriting syndicate.

- 2.1. Recommend structures for each specific debt series being issued in order to minimize overall debt service costs.
- 2.2. Assist in drafting and reviewing relevant bond documents, including, but not limited to, official statements, purchase agreements, bond resolutions and indentures, leases and contracts.
- 2.3. Assist in preparation of materials or presentations, discussions and meetings or other communications with rating agencies, insurers, credit enhancers, investors and other professionals.
- 2.4. Obtain bids for credit enhancement and recommend efficient utilization of available credit enhancement, including but not limited to bank facilities and bond insurance. Obtain bids for verification agent and bidding agent services as applicable.
- 2.5. Identify financing opportunities available to the State on behalf of the NJBA.
- 2.6. Manage the underwriting process.
- 2.7. Commit capital to underwrite the bonds or notes being issued.
- 2.8. Provide post-closing analysis of the debt issuance, including but not limited to pricing, orders, allotments and all information required by Executive Order No. 26 (Whitman 1994).
- 2.9. Identify investment opportunities that provide savings and improve the efficiency or execution of a transaction.
- 2.10. Provide such underwriting and investment banking services as requested by the State on behalf of the NJBA.

3. REQUIRED COMPONENTS OF THE PROPOSAL

Each firm submitting a proposal must follow the instructions contained in this RFP in preparing and submitting its proposal. The proposing firm is advised to thoroughly read and follow all instructions. A proposal must contain all of the information in the order and format indicated below. All terms and conditions set forth in this RFP will be deemed to be incorporated by reference in their entirety into any response submitted by your firm. All proposals received, and any information contained therein, are subject to disclosure in accordance with the NJ Open Public

Records Act. Firms interested in being selected for the Senior Manager or Senior Co-Manager position (if any) must respond to all questions provided below. Firms interested in being selected only as Co-Managers must respond to questions 3.1 through and including 3.3.

In your proposal please respond to each question by repeating the question at the top of the section and referring to the question by the numbers used in this RFP.

- 3.1 In lieu of a cover letter, please state the positions (i.e., Senior Manager, Co-Senior Manager, or Co-Manager) for which you are applying. Provide an executive summary of not more than one page identifying and substantiating the basis of your contention that you are the best qualified firm to provide the requested underwriting services to the State and the NJBA.
- 3.2 Provide the name, title, business address, e-mail address, telephone number and fax number of the individual the State should contact regarding your proposal.
- 3.3 Provide a brief description of your firm, its ownership structure and its state/country of incorporation or formation. **Describe your firm's physical presence in the State of New Jersey**, including the number of offices, the number of employees and the type of business activity conducted in the State. Also, please describe the participation of women and minorities in your firm. Please indicate the percentage of your firm that is owned by women and minorities.
- 3.4 Briefly describe, and provide in tabular form, your firm's participation in negotiated, long-term debt issuances for the State and its authorities/agencies (excluding authorities/agencies for which the issuer acted as a conduit for a borrower other than the State) since January 2010. Please describe how your firm's performance evidences its ability to effectively distribute New Jersey paper. Your response should include the following information for each such transaction: (a) the position in which your firm served (for example: senior manager, co-senior manager, co-manager, etc.); (b) the amount of orders placed by your firm during the order period (please differentiate between retail and institutional orders); (c) the amount of bonds allotted to such order; and (d) the amount of designation revenues received by your firm. Your response should also indicate, if possible, the ratio of the total amount of bonds allotted to your firm (retail, member and institutional) to the amount of underwriting liability assumed by your firm (as indicated in the AAU's for the transactions that your firm has participated in).
- 3.5 In tabular form to be included as an appendix, provide details (par amount, number of trades, issuer) of your firm's support of bonds of the State, the NJBA, and other State Authorities issuing State appropriation backed bonds in the secondary market for the period beginning January 1, 2010 to the present.
- 3.6 The State and the NJBA have issued the following competitive issuances since July 1, 2009:
 - \$2,250,000,000 NJ Tax and Revenue Anticipation Notes 8/19/10
 - \$100,000,000 Master Lease Purchase Financing (Line of Credit) 9/30/10
 - \$8,630,000 NJEDA's State Police Barracks* 7/27/11
 - \$86,855,000 NJ Sports and Exposition Authority Refunding 8/31/11
 - \$54,435,000 NJ Building Authority Refunding 11/22/11
 - \$2,150,000,000 NJ Tax and Revenue Anticipation Notes 12/15/11
 - \$434,600,000 NJEDA's School Facilities Construction Refunding 5/02/12
 - \$210,840,000 NJ Health Care Facilities Financing Authority 4/09/13
 - \$73,530,000 NJ Health Care Facilities Financing Authority 4/09/13
 - \$350,000,000 State of New Jersey General Obligation Bonds 5/01/13

* Direct purchase by modified competitive process.

In a chart, as listed in the agreement among underwriters, please list your liability (as a percentage of the par amount) for each sale. Please list all issues identified above for which your firm (or syndicate) submitted a bid (successful or not). **Highlight all successful bids.**

- 3.7 List all ideas that your firm has presented in writing to the Office of Public Finance or the Office of the State Treasurer **that have been implemented** by the State for the period beginning January 1, 2010 through the date of this RFP. Separately list all NJBA ideas that your firm has presented in writing during this same time period. Include the submission date and a synopsis of the idea.
- 3.8 Given the existing bonds, please provide your ideas for a structure that will optimize the NJBA's portfolio in order to meet its financial goals and/or provide other benefits to the State. Please address the various benefits and risks inherent to any proposed structure(s) and any key dates or market timelines that may affect the ability to execute a transaction(s) in that regard (Limit 4 pages).
- 3.9 Please provide any additional information relating to your firm or the members of your proposed team that you think would be relevant to the evaluation of your proposal.
- 3.10 List your proposed fees and expenses for this transaction, excluding fees and expenses of underwriter's counsel. Your fee must not be contingent on any specified syndicate policy. Given your fee quote, is your firm willing to make the fee adjustable based on your performance in the marketing of the bonds? If yes, how will this adjustment be based?
- 3.11 Provide, as an appendix, all appropriate schedules of your quantitative analysis that supports Section 3.08 and Section 3.09.
- 3.12 List and describe the primary personnel that will be assigned to provide investment banking and underwriting services to the State and the NJBA with a discussion of their relevant experience.
- 3.13 In an appendix, identify any existing or potential conflict of interest, or any relationships that might be considered a conflict of interest, that may affect or involve transactions for the State or the NJBA, including but not limited to conflicts with financial advisors, law firms providing services to the State or the NJBA and State employees or NJBA employees.
- 3.14 In an appendix, describe any pending, concluded or threatened litigation, administrative proceedings or federal or state investigations or audits, subpoenas or other information requests of or involving your firm or the owners, principals or employees. Describe the nature and status of the matter and the resolution, if any.
- 3.15 In an appendix, list any sanctions or penalties brought against your firm or any of its personnel (including suspension or disbarment) by any regulatory or licensing agencies. Include a description of the reasons for the sanction or penalties and whether such sanctions or penalties are subject to appeal.
- 3.16 Provide as an appendix, the last two G37 reports your firm has filed and if applicable, form G38t.

4. SUBMISSION OF THE PROPOSAL

All respondents are required to limit their proposals to twelve (12) pages or less (exclusive of appendices) at no smaller than 12 point type. Excess pages and extraneous materials or appendices will detract from the overall quality of the response. **JOINT PROPOSALS WILL NOT BE PERMITTED.** All documents and information submitted in response to this RFP generally shall be available to the general public as required by Executive Order No. 26 and applicable law.

Dodd-Frank Act Safe Harbor Letters. The Commodity Futures Trading Commission ("CFTC") has adopted rules pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") governing external business conduct standards for swap dealers and other parties. In connection with those rules, the Authority is to be treated as a "Special Entity" that is not subject to ERISA. Responses to this RFP may include matters that may constitute "recommendations" from the swap dealer affiliate or representative (the "SD") of the firms responding to this RFP. Appended hereto as Exhibit A are two letters in the forms recommended by ISDA (the "Safe Harbor Letters") that address matters pertinent to communications that occur prior to entering into a swap, constituting "safe harbor" matters, and, in connection therewith, the designation of a "qualified independent representative" ("QIR") by the Authority. The Authority, as counterparty ("CP") (note that the State Treasurer's

Office is not a party to any swaps that may be the subject of this RFP and therefore not included as a part of “CP”) and PFM Asset Management LLC, as QIR, have executed these two Safe Harbor Letters in the appropriate places. All firms responding to this RFP or SDs should execute the Safe Harbor Letters and include them with their proposals. Upon further execution of the Safe Harbor Letters by the respondent SD, and inclusion thereof in the RFP response, the executed Safe Harbor Letters may be relied upon by the responding SD as letters addressed to the Authority, as Special Entity CP, and to the responding SD, as applicable, for the benefit of the signatories thereto as of the date of the RFP response.

Communications with representatives of the State or the NJBA concerning this request, by you or on your behalf, are NOT permitted during the submission process (except as specified below). No telephone inquiries will be accepted. If you have questions or require clarification on any aspect of this RFP, please forward the request via email to: RFQresponses@treas.state.nj.us. Questions must be submitted by Wednesday, September 11, 2013. The State will post answers on the Office of Public Finance website at: http://www.state.nj.us/treasury/public_finance/ on or about Friday, September 13, 2013.

The State and the NJBA will not be responsible for any expenses in the preparation and/or presentation of the proposals and oral interviews, if any, or for the disclosure of any information or material received in connection with the solicitation, whether by negligence or otherwise.

The State and the NJBA reserve the right to request additional information or clarification, if necessary, or to request an interview with firm(s), or to reject any and all proposals with or without cause, and waive any irregularities or informalities in the proposals submitted. The State and the NJBA further reserve the right to make such investigations as deemed necessary as to the qualifications of any and all firms submitting proposals. The State and the NJBA reserve the right to negotiate lower prices with responding firms as deemed in the best interests of the State and the NJBA. Responding firms may withdraw their proposal at any time prior to the filing date and time by written notification signed by an authorized agent of the firm. The proposal may thereafter be resubmitted, but only up to the final filing date and time.

The responding firm assumes sole responsibility for the complete effort required in this RFP. No special consideration shall be given after proposals are opened because of a firm’s failure to be knowledgeable about all the requirements of this RFP. By submitting a proposal in response to this RFP, the firm represents that it has satisfied itself, from its own investigation, of all the requirements of this RFP.

Four (4) copies of your proposal (1 signed original and 3 copies) plus a CD with all appendices must be delivered by courier or overnight express mail, no later than 3:00 PM on Wednesday, September 18, 2013 to: James Petrino, Director Office of Public Finance, State of New Jersey, 50 West State Street, 5th floor (hand delivery) P.O. Box 005, Trenton, NJ 08625. No fax or email proposals will be accepted. Proposals received after the time and date listed above will not be considered.

5. SELECTION PROCESS

All proposals will be reviewed to determine responsiveness. Non-responsive proposals will be rejected without evaluation. Responsive proposals will be reviewed and scored by an evaluation committee pursuant to the grading scale it creates. The State reserves the right to request clarifying information subsequent to submission of the proposal if necessary. The criteria used to evaluate responsive proposals shall include, but not be limited to, ideas, expertise, capacity, experience and personnel in accordance with Executive Order No. 26.

Interviews may be conducted, at the option of the evaluation committee, with any or all of the firms submitting a proposal. If interviews are to be held you will be notified approximately one week in advance.

6. STATUTORY REQUIREMENTS

6.1 Chapter 51 and Executive Order No. 117. In order to safeguard the integrity of State government procurement by imposing restrictions to insulate the negotiation and award of State contracts from political contributions that pose the risk of improper influence, purchase of access, or the appearance thereof, the Legislature enacted L. 2005, c. 51 (codified at N.J.S.A. 19:44A-20.13-25) (“Chapter 51”), on March 22, 2005, effective retroactive to October 15, 2004. In addition, on September 24, 2008, Governor Corzine issued Executive Order No. 117, effective on November 15, 2008 (“EO 117”) setting forth additional limitations on the ability of executive

branch departments, agencies, authorities or independent State authorities to contract with a business entity which has made or solicited certain contributions.

Prospective bidders are advised that at the time of execution of the bond purchase agreement between the NJBA and the winning bidder (the “Bond Purchase Agreement”), the winning bidder must be in compliance with Chapter 51 and EO 117. The requirements of Chapter 51 and EO 117 will be material in terms of the Bond Purchase Agreement.

To obtain the necessary forms and information on how to comply with Chapter 51 and EO 117, prospective bidders should access:

http://www.state.nj.us/treasury/purchase/forms/eo134/c51_eo117_cd_02_10_09.pdf for the necessary forms and http://www.state.nj.us/treasury/purchase/forms/eo134/c51_eo117_cd_instr%2002_2009.pdf for instructions on using the forms.

Under Chapter 51 and EO 117, the NJBA is not permitted, and will not enter into a Bond Purchase Agreement with a firm that is not in compliance with Chapter 51 and EO 177. The NJBA will verify with the Division of Purchase and Property of the New Jersey Department of the Treasury as to whether the prospective bidders are compliant with Chapter 51 and EO 117. By submission of a bid, the winning bidder shall be deemed to have agreed to maintain its compliance with Chapter 51 and EO 117 during the term of the engagement. Failure to do so would constitute a default by the winning bidder.

6.2 Chapter 271. Pursuant to L. 2005, c. 271 (“Chapter 271”), your firm is required to disclose its (and its principals’) political contributions within the immediately preceding twelve (12) month period prior to entering into a contract. No prospective firm will be precluded from entering a contract with the NJBA by virtue of the information provided in the Chapter 271 disclosure provided the form is fully and accurately completed. Prior to award of this engagement, the firm(s) selected pursuant to this RFP shall be required to submit Chapter 271 disclosures. Please refer to <http://www.state.nj.us/treasury/purchase/forms/CertandDisc2706.pdf> for a copy of the Chapter 271 disclosure form. It is not required to be completed in connection with the submission of your proposal.

If selected pursuant to this RFP, please also be advised of your firm’s responsibility to file an annual disclosure statement on political contributions with the NJ Election Law Enforcement Commission (ELEC) pursuant to N.J.S.A. 19:44A-20.13 (L. 2005, c. 271, section 3) if your firm receives contracts in excess of \$50,000 from a public entity during a calendar year. It is your firm’s responsibility to determine if filing is necessary. Failure to so file can result in the imposition of financial penalties by ELEC. Additional information about this requirement is available from ELEC at (888)313-3532 or www.elec.state.nj.us.

6.3. Executive Order No. 9. Pursuant to Executive Order No. 9 (Codey 2004), dated and effective as of December 6, 2004, it is the policy of the State that in all cases where bond underwriting services are or may be required by the State or any of its departments, agencies or independent authorities, such department, agency or independent authority shall deal directly with the principals of the underwriting firms or their registered lobbyists. The department, agency, or independent authority shall not discuss, negotiate or otherwise interact with any third-party consultant, other than principals of underwriting firms and their registered lobbyists, with respect to the possible engagement of the firm to provide bond underwriting services. Compliance with Executive Order No. 9 shall be a material term and condition of any bond purchase contract entered into by underwriters selected for this assignment.

6.4. Chapter 92. In accordance with L. 2005, c. 92 (codified at N.J.S.A. 52:34-13.2), all services performed pursuant to this contract shall be performed within the United States.

6.5. Certification of Non-Involvement in Prohibited Activities in Iran. Pursuant to N.J.S.A 52:32-58, the bidder must certify that neither the bidder, nor any of its parents, subsidiaries, and/or affiliates (as defined in N.J.S.A. 52:32 – 56(e) (3)), is listed on the Department of the Treasury’s List of Persons or Entities Engaging in Prohibited Investment Activities in Iran and that neither is involved in any of the investment activities set forth in N.J.S.A. 52:32 – 56(f). If the bidder is unable to so certify, the bidder shall provide a detailed and precise description of such activities.

[Type in Name of Swap Dealer]

_____, 2013

New Jersey Building Authority
P.O. Box 292
Trenton, New Jersey 08625-0292

Re: Communications Regarding Swaps

The Commodity Futures Trading Commission (“CFTC”) has adopted rules governing business conduct standards for swap dealers and other parties.¹ The rules apply to communications regarding Swaps, including communications that occur prior to entering into a Swap.² The purpose of this letter is to enable us to engage in communications that fall within a “safe harbor” available under those rules for certain types of “special entities.”

Please note that we may need to significantly limit our communications regarding Swaps if the conditions of the safe harbor are not satisfied as provided in this letter or otherwise. In addition, any Swap that may be entered into would be subject to a separate written agreement of the parties that satisfies the documentation requirements of the Dodd-Frank Act, as well as any other approvals and conditions that each party may require before entering into a Swap.³ One of those conditions is that you have a representative (who may, but need not, be your employee) that satisfies the applicable requirements of CFTC Regulation 23.450 (a “qualified independent representative”). You may satisfy that condition by delivering to us a letter in the form attached hereto, signed by you and a qualified independent representative.

¹ *Business Conduct Standards for Swap Dealers and Major Swap Participants With Counterparties*, 77 Fed. Reg. 9734 (Feb. 17, 2012).

² As used in this letter, “Swap” means a “swap,” as defined in the Section 1a(47) of the Commodity Exchange Act and CFTC Regulation 1.3(xxx). The term also includes any foreign exchange swaps and foreign exchange forwards that may be exempted from regulation as “swaps” by the Secretary of the Treasury pursuant to authority granted by Section 1a(47)(E) of the Commodity Exchange Act. For these purposes, “Swap” includes a new swap and any material amendment, mutual unwind or novation of an existing Swap. The term “Swap” also includes any trading strategy involving a Swap.

³ The documentation requirements of the Dodd-Frank Act are addressed by protocols sponsored by ISDA (available at <http://www2.isda.org/functional-areas/protocol-management/open-protocols>).

To satisfy the conditions of the safe harbor for Swap communications, we are making the disclosures and agreements set forth below and ask that you make the representations and agreements set forth below.

We ("SD") hereby make the following disclosures to you ("CP") as of the date hereof:

- (1) SD is not undertaking to act in the best interests of CP;
- (2) SD is acting in its capacity as a counterparty and is not undertaking to assess the suitability of any Swap for CP; and
- (3) SD is not expressing, and has not expressed, an opinion as to whether CP should enter into a Swap.

CP hereby makes the following representations as of the date hereof:

- (1) CP will not rely on any "recommendation" (as such term is used in CFTC Regulations 23.434 and 23.440) with respect to a Swap provided by SD;
- (2) CP will rely on advice from a "qualified independent representative" (as defined above);
- (3) CP is exercising independent judgment in evaluating the "recommendations" of SD with regard to any Swap; and
- (4) SD is not expressing, and has not expressed, an opinion as to whether CP should enter into a Swap.

SD and CP each hereby agree as follows:

- (1) Each disclosure or representation made by it in this letter will be deemed to be repeated by it at the time of each recommendation provided by SD with respect to any Swap and each time SD offers to enter into, or enters into, any Swap with CP; and
 - (2) If any representation made by it in this letter becomes incorrect or misleading in any material respect, it will promptly correct and update such representation by notifying the other party in writing at the email address provided below.
-

Executed and delivered with effect from the date first written above:

_____, herein "SD"

By: _____

Name: _____

Title: _____

For purposes of this letter, notices may be provided to SD via e-mail to:

Agreed and accepted with effect from the date first written above:

New Jersey Building Authority, herein "CP"

28 West State Street

P.O. Box 292

Trenton, New Jersey 08625-0292

(609) 943-4830

By: 

Name: Raymond Arcario

Title: Executive Director

For purposes of this letter, notices may be provided to CP via e-mail to:
raymond.arcario@treas.state.nj.us

_____, 2013

[Type in Name and address of Swap Dealer]

Re: Communications Regarding Swaps

The undersigned special entity (“CP”) and representative (“Designated QIR”) are providing this letter to you (“SD”) in connection with Commodity Futures Trading Commission (“CFTC”) rules¹ governing business conduct standards for swap dealers and other parties with respect to Swaps.²

CP hereby makes the following representations as of the date hereof:

- (1) CP has selected Designated QIR as a “qualified independent representative” within the meaning of CFTC Regulation 23.450; and
- (2) CP has complied in good faith with written policies and procedures reasonably designed to ensure that Designated QIR satisfies the applicable requirements of CFTC Regulation 23.450(b)(1), and such policies and procedures provide for ongoing monitoring of the performance of such representative consistent with the requirements of CFTC Regulation 23.450(b)(1).

Designated QIR hereby makes the following representations as of the date hereof:

- (1) The true name and address of Designated QIR are set forth on the signature page of this letter;
- (2) Designated QIR has written policies and procedures reasonably designed to ensure that Designated QIR satisfies the applicable requirements of CFTC Regulation 23.450(b)(1);

¹ *Business Conduct Standards for Swap Dealers and Major Swap Participants With Counterparties*, 77 Fed. Reg. 9734 (Feb. 17, 2012).

² As used in this letter, “Swap” means a “swap,” as defined in the Section 1a(47) of the Commodity Exchange Act and CFTC Regulation 1.3(xxx). The term also includes any foreign exchange swaps and foreign exchange forwards that may be exempted from regulation as “swaps” by the Secretary of the Treasury pursuant to authority granted by Section 1a(47)(E) of the Commodity Exchange Act. For these purposes, “Swap” includes a new swap and any material amendment, mutual unwind or novation of an existing Swap. The term “Swap” also includes any trading strategy involving a Swap.

- (3) Designated QIR is exercising independent judgment in evaluating all “recommendations” (as such term is used in CFTC Regulations 23.434 and 23.440) with respect to a Swap provided by SD that are presented to Designated QIR;
- (4) unless Designated QIR otherwise notifies SD in writing at the e-mail address provided below:
- a. Designated QIR is not and, within one year of representing CP in connection with a Swap with SD has not been, an “associated person” (as that term is defined in Section 1a(4) of the Commodity Exchange Act) of SD;
 - b. There is no “principal relationship” (as that term is defined in CFTC Regulation 23.450(a)(1)) between Designated QIR and SD;
 - c. Designated QIR (i) provides timely and effective disclosures to CP of all material conflicts of interest that could reasonably affect Designated QIR’s judgment or decision making with respect to Designated QIR’s obligations to CP and (ii) complies with policies and procedures reasonably designed to manage and mitigate such material conflicts of interest;
 - d. Designated QIR is not directly or indirectly, through one or more persons, controlled by, in control of, or under common control with SD; and
 - e. To the best of Designated QIR’s knowledge, SD did not refer, recommend, or introduce Designated QIR to CP within one year of Designated QIR’s representation of CP in connection with any Swap with SD; and
- (5) Designated QIR is legally obligated to comply with the applicable requirements of CFTC Regulation 23.450(b)(1) by agreement, condition of employment, law, rule, regulation, or other enforceable duty.

By signing this letter, CP and Designated QIR each hereby agree as follows:

- (1) Each representation made by it in this letter will be deemed to be repeated by it at the time of each recommendation provided by SD with respect to any Swap and each time SD offers to enter into, or enters into, any Swap with CP; and
- (2) If any representation made by it in this letter becomes incorrect or misleading in any material respect, it will promptly correct and update such representation by notifying SD in writing at the email address provided below.

Non-ERISA Special Entity
QIR/CP letter

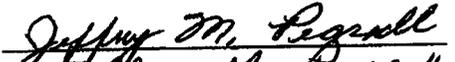
Executed and delivered with effect from the date first written above:

New Jersey Building Authority, herein "CP"
28 West State Street
P.O. Box 292
Trenton, N.J. 08625-0292

By: 
Name: Raymond Arcario
Title: Executive Director

Executed and delivered with effect from the date first written above:

PFM Asset Management LLC, herein "Designated QIR"

By: 
Name: Jeffrey M. Pearsall
Title: Managing Director

Name: PFM Asset Management LLC
Address: 2 Logan Square, Suite 1600, Philadelphia, PA 19103-2770
Phone: 215-567-6100
Fax: 215-567-4180
E-mail: pearsallj@pfm.com

Agreed and accepted with effect from the date first written above:

_____, herein "SD"

By: _____
Name: _____
Title: _____

For purposes of this letter, notices may be provided to SD via e-mail to:
