



**REQUEST FOR QUALIFICATIONS
FOR SPECIAL COUNSEL
NEW JERSEY INFRASTRUCTURE BANK – SPECIAL PROJECTS
APPOINTMENT FOR A THREE-YEAR PERIOD (SFY2026, SFY2027 AND SFY2028)**

Date Issued: April 8, 2025

(A PDF version will be available for download as of this date to facilitate drafting and may not be uploaded in substitution for use of the Division of Law on-line RFQ portal.)

Question & Answer Cut-off Date: April 21, 2025 (by 4:00 p.m.)

The Electronic Application Form will be available for submissions: **April 24, 2025**

Proposals Due: May 21, 2025 (by 4:00 p.m.)

SUBMISSIONS MUST BE MADE USING THE DIVISION OF LAW ON-LINE RFQ PORTAL.

Potential applicants are encouraged to review [the training webinar on the application process recorded on October 11, 2022](#) and the [Outside Counsel Guidelines](#) applicable to retentions.

PAPER SUBMISSIONS ARE NO LONGER ACCEPTED.

Submissions are limited to 1 GB and no more than 25 attachments. Firms are advised to make their submissions early, as online congestion near the deadline can result in incomplete submissions.

If you experience a technical problem with the portal, please call: 609-984-3900.

Calls made after 4:30 p.m. will be returned the following business day.

**MATTHEW J. PLATKIN
ATTORNEY GENERAL OF NEW JERSEY**

**MICHAEL C. WALTERS
ACTING DIRECTOR, DIVISION OF LAW**

STATE OF NEW JERSEY, DEPARTMENT OF LAW AND PUBLIC SAFETY, DIVISION OF LAW
Richard J. Hughes Justice Complex, 25 Market Street, P.O. Box 112 Trenton, N.J. 08625-0112

**REQUEST FOR QUALIFICATIONS
FOR SPECIAL COUNSEL
NEW JERSEY INFRASTRUCTURE BANK –
SPECIAL PROJECTS**

**APPOINTMENT FOR A THREE-YEAR PERIOD
(SFY2026, SFY2027 AND SFY2028)**

1 PURPOSE AND INTENT

- 1.1 The Attorney General of New Jersey (the “Attorney General”), through the Department of Law and Public Safety, Division of Law (the “Division”) serves as the legal representative and counsel for the departments, boards, offices, commissions and other instrumentalities of State government, its officers, and employees, including, but not limited to, the New Jersey Infrastructure Bank (the “I-Bank”).

On behalf of the I-Bank, the Attorney General seeks proposals for Special Counsel (“Special Counsel”) in connection with potential new financing programs as well as the I-Bank’s existing financing programs, specifically, the Environmental Infrastructure Financing Program (“Water Bank”), the Transportation Infrastructure Financing Program (the “Transportation Bank”) and the Resilience Infrastructure Bank (“Resilience Bank”), which includes the Community Hazard Assistance Mitigation Program (“NJ CHAMP” or “CHAMP”) (a program within the Resilience Bank) (collectively the “I-Bank Financing Programs”) for State Fiscal Years (“SFY”) 2026, SFY 2027 and SFY2028. You are invited to submit a proposal in response to this Request for Qualifications (“RFQ”) for appointment as Special Counsel.

- 1.2 The Attorney General will designate one or more attorneys from the Division 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 Special Counsel.
- 1.3 The firm selected to serve as Special 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 Special Counsel for this engagement shall be negotiated based upon the provisions set forth in Sections 4.0 and 5.0 below.
- 1.5 **PLEASE NOTE:** Special Counsel will not be providing bond counsel services for any of the I-Bank’s three financing programs. Bond counsel for those financing will be selected through separate request for qualifications.

2 MINIMUM QUALIFICATIONS

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

- (1) Experience with public private-partnership structures.

- (2) Expertise in public infrastructure financing projects with an expertise in innovative and/or complex transactions, including swaps and credit derivatives.
- (3) Expertise in Federal Securities Law applicable to public financing obligations.
- (4) Expertise in Federal Tax Law Matters applicable to public infrastructure financing.

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

3 DETAILS OF PROPOSED MATTERS AND TRANSACTIONS

3.1 General Description

The I-Bank is an independent State financing authority, in-but-not-of the Department of Treasury, authorized to issue revenue notes and bonds, provide guarantees, or fund debt service reserve accounts, for the purpose of making loans to finance the construction of eligible infrastructure projects. The I-Bank was initially established in 1986 to help meet the cost of upgrading the State's wastewater treatment capacity to comply with State water quality standards by the New Jersey Infrastructure Trust Act, P.L.1985, c.334, N.J.S.A. 58:11B-1 et seq. (the "Enabling Act"). The I-Bank's role was expanded in January 2018 when the Enabling Act was amended, granting it the authority to finance certain transportation infrastructure projects under the separately administered New Jersey Transportation Infrastructure Financing Program ("Transportation Bank"). In May 2023, the I-Bank's Enabling Act was further amended, granting it the authority to finance certain hazard mitigation and resilience projects under the New Jersey Community Hazard Assistance Management Program ("CHAMP"). CHAMP is a program that is part of the Resilience Infrastructure Bank (the "Resilience Bank") within the I-Bank. The purpose of the Resilience Bank is to finance resilience projects in the State. The I-Bank now manages three separate financing programs: (i) the longstanding Water Bank, in partnership with the New Jersey Department of Environmental Protection ("NJDEP") (ii) the Transportation Bank, in partnership with the New Jersey Department of Transportation ("NJDOT"), and (iii) the Resilience Bank, in partnership with New Jersey Office of Emergency Management ("NJOEM"). The I-Bank retains bond counsel for each of its financing programs that would continue to perform general bond counsel program services. **This procurement is for Special Counsel for special projects, new programs, and complex transactions, which transactions may relate to an existing I-Bank financing program.**

3.2 The Financing Programs:

A. Water Bank

The I-Bank, in partnership with the NJDEP, administers the Water Bank which provides financial assistance to New Jersey local government units and private water companies authorized to construct, operate, and maintain environmental infrastructure systems. The I-Bank makes loans to finance a portion of the costs of environmental infrastructure system projects that local governments and private water companies in New Jersey are authorized to undertake and which they may lawfully finance through borrowings. The NJDEP provides companion loans for the remaining costs of these same projects.

B. Transportation Bank

The I-Bank, in partnership with the New Jersey Department of Transportation (“NJDOT”), administers the Transportation Bank which provides financial assistance to New Jersey local government units authorized to construct, operate, and maintain: (i) public highways or transportation projects, (ii) ports or marine projects, or (iii) airports or aviation projects (collectively, “Transportation Infrastructure Projects”). To-date, the Transportation Bank has not received separate funds to finance port or marine projects, or airport or aviation projects.

C. Resilience Infrastructure Bank

CHAMP resides within the I-Bank’s Resilience Bank and is currently the only financing program within the Resilience Bank to have received funding. CHAMP was established in SFY2023 via legislation authorizing the I-Bank to work with the NJOEM to co-administer CHAMP. The purpose of CHAMP is to provide financial assistance to local governments and nonprofit organizations for eligible hazard mitigation and resilience projects under the Federal Emergency Management Agency’s (“FEMA”) STORM Act, Pub. L. 116-284 (42 U.S.C. s. 5135), as amended or supplemented.

In May 2023, and on behalf of the CHAMP financing program, the State applied for STORM funds in the first round of funding available through FEMA’s STORM Act Revolving Loan Fund (“RLF”). In September 2023, FEMA awarded New Jersey just over \$6.4 million for the CHAMP financing program. The federal grant amount combined with the 10% state match funds required for the federal grant, total over \$7 million available to finance eligible projects. In early 2024, the State applied for the second year of STORM RLF funding by submitting a new Intended Use Plan and application for additional funds. In September 2024, FEMA awarded New Jersey just over \$15.0 million for the CHAMP financing program. The combined federal grant and state match funds combined with the funds from the previous year total over \$23.5 million available to finance eligible projects. It is not anticipated at this time that the CHAMP Program will leverage these limited funds with the issuance of bonds.

3.3 I-Bank Financing:

Both the Water Bank and Transportation Bank offer several types of financing components: (i) a short-term loan program that facilitates planning, design and construction; (ii) a pooled bond long-term funding program; and (iii) a direct, long-term loan program. CHAMP will provide direct long-term loans with an initial draw period, and a subsequent repayment period (as described below).

a. Short-Term Financing: The I-Bank provides short-term loans for the majority of projects to finance the project from planning and design through construction for the entire eligible cost of the project. Projects receiving short-term loans will receive long-term financing upon completion of construction or the maturity of the construction loan. The sources of funds for Water Bank short-term loans typically consist of federal and state appropriations received through the NJDEP, cash funds of the I-Bank and borrowed funds from an extendable commercial paper program (the “ECP Program”). The source of funds for Transportation Bank short-term loans is the annual state appropriation of the State Local Aid Infrastructure Fund into the State Transportation Infrastructure Bank (“STIB”) Fund established within the I-Bank. The

state appropriation may be supplemented by utilizing private sources of funding, including, but not limited to, the ECP Program that services both the Water Bank and the Transportation Bank short-term loan programs. Prior to the expiration of the ECP Program in 2026, the I-Bank will solicit and secure a new credit instrument to support the short-term loan program.

b. Long-Term Financing: Upon the earlier of a project's construction completion or at the statutory maturity limit of the short-term loan, the loan is generally refinanced through a long-term loan through the financing program. The sources of funds for Water Bank long-term loans are State and federal funds and I-Bank bond proceeds. Bonds are secured by the general Water Bank's Master Program Trust Agreement ("Water Bank MPTA"), a reserve account that cross-collateralizes all series of Water Bank bonds. The sources of funds for Transportation Bank long-term loans are the state appropriations, which are used to fund the short-term loans and, when appropriate, I-Bank bond proceeds. Both financing programs' sources of funds may be supplemented by utilizing funds from a federal loan program (see section (c) below). When advisable, outstanding bond issues may be refunded through the issuance of refunding bonds. At times, individual bond issues may be necessary for large complex projects, separate and apart from the annual pooled program.

To date, Transportation Bank long-term loans have been in the form of direct loans from the I-Bank to the borrower pursuant to the Transportation Bank Direct Loan Program. The Transportation Bank developed a Master Indenture from which it will eventually issue publicly offered bonds once a critical mass of individual local government borrowers have received a long-term loan for the I-Bank's bond pool to qualify as a diversified loan pool. This is expected to occur during the fall of 2025.

c. Federal Sources of Funds: In addition to issuing bonds, the I-Bank has secured funding for Water Bank projects through the federal Water Infrastructure Finance and Innovation Act ("WIFIA") program pursuant to the terms of two loan agreements, one dated April 29, 2022, as amended May 31, 2023, (the "WIFIA Loan Agreement") between the I-Bank and United States Environmental Protection Agency ("USEPA") for \$221,323,600 and the second dated December 20, 2022 for up to \$500,000,000 through the WIFIA SRF program ("SWIFIA Loan Agreement"). The I-Bank utilizes proceeds of bonds, and in certain instances, WIFIA loan proceeds to fund its portion of long-term project costs when market conditions are such that the differential in interest rates between current public market bond sales and the loan rate on the WIFIA funds will result in savings. As of June 2024, the I-Bank has fully drawn down all \$221,323,600 of funds from the WIFIA Loan Agreement and expects to draw down on the SWIFIA Loan Agreement as market conditions dictate.

In addition to State appropriations and private capital in the Transportation Bank, the I-Bank received approval from the Federal Highway Administration of the I-Bank's submission for designation as a State Infrastructure Bank ("SIB") which enables the I-Bank to seek funding from certain federal financing programs under favorable terms. The I-Bank may consider seeking federal funding pursuant to the Fixing America's Surface Transportation ("FAST") Act and the Transportation Infrastructure Finance and Innovation Act ("TIFIA") for Transportation Bank Projects.

For more information concerning the Water Bank Financing Program, the following documents are available on the I-Bank website:

- The New Jersey Infrastructure Trust Act, N.J.S.A. 58:11B-1 et seq.
- Available at: <https://www.njib.gov/nj/Legal+Structure+%252F+Policies.44>
- Clean Water Final Priority System, Intended Use Plan, and Project Proposal List for Federal Fiscal Year 2024 / SFY2025
- Available at: <https://www.njib.gov/nj/Water+Bank+Publications.26>
- Drinking Water Final Priority System, Intended Use Plan, and Project Proposal List for Federal Fiscal Year 2024 / SFY2025
- Available at: <https://www.njib.gov/nj/Water+Bank+Publications.26>
- The Environmental Infrastructure Financing Program SFY2025 Priority System and Project Priority List, and Disaster Relief Emergency Financing Program and Project Priority List (January Report)
- Available at: <https://www.njib.gov/nj/Water+Bank+Publications.26>
- The Environmental Infrastructure Financing Program SFY2025 Financial Plan (May Report)
- Available at: <https://www.njib.gov/nj/Water+Bank+Publications.26>

The following documents are available upon request as set forth in Section 3.6:

- Water Bank MPTA
- Water Bank appropriation bills for the I-Bank
- Financial addendum forms
- Examples of two (2) of the required escrow agreements
- Examples of loan agreements
- ECP Program Indenture
- The 2024C-W1 official statement (WIFIA Investor)
- The 2024A-W1 official statement (Public Bond Investors)
- Sample bond indenture

For more information concerning the Transportation Bank, the following documents are available on the I-Bank website:

- The New Jersey Infrastructure Trust Act, N.J.S.A. 58:11B-1 et seq.
- Available at: <https://www.njib.gov/nj/Legal+Structure+%252F+Policies.44>
- I-Bank's Transportation Infrastructure Financing Program SFY2025 Priority System and Project Priority List (January Report)
- Available at: <https://www.njib.gov/nj/Transportation+Bank+Program+Publications.27>
- I-Bank's SFY2025 Transportation Infrastructure Financing Program Financial Plan (May Report)
- Available at: <https://www.njib.gov/nj/Transportation+Bank+Program+Publications.27>
- Short-term Loan Program Resolution with form of a short-term loan agreement
- See: [Transportation Bank Construction Loan Financing Program Resolution](#)
- Direct loan program resolution
- See: [Resolution No 22-31 Transportation Bank \(Direct Loan Program.pdf \(njib.gov\)\)](#)
- Example of long-term loan agreement
- See: [Resolution No 24-10 SFY2024 TB DL Resolution.pdf \(njib.gov\)](#)

The following documents are available upon request as set forth in Section 3.6:

- Transportation appropriation bills for the I-Bank
- Financial Addendum Forms
- Examples of loan agreements
- ECP Program Indenture
- Transportation Bank Open Indenture
- Example of an escrow agreement

CHAMP loans are available for hazard mitigation and resilience projects which have applied for FEMA grant funds and are aligned with the priorities and goals of the State or local hazard mitigation plan. Each Project financed through CHAMP will receive financing, similar to a home equity line of credit, which includes a draw period during project planning and construction for up to five full fiscal years and a subsequent fixed repayment period. During the draw period, borrowers are charged interest only on funds disbursed and outstanding. CHAMP loans cover the cost of engineering work, construction, and certain soft costs.

For more information concerning CHAMP, the following documents are available on the I-Bank website:

- STORM Revolving Loan Fund Proposed Priority System, Intended Use Plan, and Project Proposal List for Federal Fiscal Year 2024/State Fiscal Year 2025
- Available at: <https://www.njib.gov/nj/Resilience+Bank+Publications.69>
- The Community Hazard Assistance Mitigation Priority System and Project Priority List for SFY2025 (January Report)
- Available at: <https://www.njib.gov/nj/Resilience+Bank+Publications.69>
- The Community Hazard Assistance Mitigation State Fiscal Year 2025 Financial Plan (May Report)
- Available at: <https://www.njib.gov/nj/Resilience+Bank+Publications.69>

The following documents are available upon request as set forth in Section 3.6:

- CHAMP appropriation bill for the I-Bank
- The Resolution adopting the CHAMP Direct Loan Program and form of long-term direct loan

Special Counsel will be expected to handle overflow work from the Water Bank, Transportation Bank, CHAMP and any other Resilience Bank programs, at the sole discretion of the I-Bank.

3.4 Potential New Programs

New Legislation: The I-Bank is the subject, from time to time, of new state initiatives for which Special Counsel may be engaged to support. In addition, pending legislation would establish an energy program within the I-Bank. Special Counsel may be requested to assist with the development of documentation and program structure for this or any new state initiatives, energy program or otherwise.

Redevelopment Programs: The I-Bank was appropriated \$6 million in SFY2021 for economic development financing through an infrastructure improvement revolving fund. The I-Bank is initiating a pilot program whereby it intends to invest in a pool of Economic Development and Growth Grant Bond Financing Act (“RAB”) bonds which support redevelopment projects with an environmental and/or transportation infrastructure component in disadvantaged communities. By using the appropriated funds to serve as a debt service reserve or similar guarantee structure to produce an investment grade rating on the RAB pool, the marketability of the RAB Bonds is enhanced, increasing the attractiveness to outside investors and, as a result, making further capital investment available in the State.

In addition, the I-Bank may look to use a portion of Bond Act funds (i.e., Wastewater Treatment Bond Act, the Stormwater Management and Combined Sewer Overflow Abatement Bond Act, the Green Acres, Clean Water, Farmland and Historic Preservation Bond Act, the Dam, Lake, Stream, Flood Control, Water Resources, and Wastewater Treatment Bond Act, the Water Supply Bond Act and future bond acts passed for the purpose of providing funds for the construction of environmental infrastructure facilities), where authorized by the Bond Act, and appropriated to the I-Bank for guaranteeing loans or establishing debt service reserves, to support financing eligible infrastructure components of redevelopment projects for municipalities that might not otherwise qualify under the I-Bank underwriting requirements for such Water Bank loans.

Short Term Loan Credit Facility: The I-Bank will be exploring a new facility(ies) to replace the ECP Program and will require Special Counsel to assist with the structuring of a new program. Special Counsel will need to coordinate with bond counsel to the Water Bank and to the Transportation Bank with respect to the ECP Program.

SIIF Program: The I-Bank is a partner in the deployment of New Jersey’s Social Impact Investment Fund (“SIIF”). This fund, administered by the State Treasurer, is tasked with financing socially beneficial projects in the State to facilitate the financing of water and transportation infrastructure components of redevelopment projects in financially impaired municipalities; to provide predevelopment loans for affordable housing projects; and to facilitate the financing of construction and maintenance of early childhood education centers. SIIF fund capital is authorized to be transferred to the I-Bank to facilitate the financing of water and transportation infrastructure components of redevelopment projects in financially impaired municipalities. A SIIF fund manager is in the process of being engaged by the State Treasurer. Special Counsel will assist the I-Bank in the development of legal structures to establish financing under the SIIF program, including the development of a credit default swap program.

3.5 Applicable Laws and Regulations

Special Counsel must be familiar with and perform its duties in accordance with the I-Bank Act, N.J.S.A. 58:11B-1 et seq. and applicable regulations.

3.6 Transcripts of Prior Proceedings

Copies of the relevant program documents are available for inspection at the offices of the I-Bank. For an appointment to review such program documents and sample transcripts please

contact:

Judy Karp, Esq., Assistant Director
New Jersey Infrastructure Bank
3131 Princeton Pike
Building 4, Suite 216
Lawrenceville, N.J. 08648
executivedirector@njib.gov
(609) 219-8600

4 SELECTION OF SPECIAL COUNSEL

4.1 Based upon a review of the responses to the RFQ, the Attorney General, after consultation with the I-Bank, will select a firm to serve as, in accordance with Executive Order No. 26 (Whitman 1994), the Attorney General's Guidelines for the Selection of Counsel, and as further described in Section 8.0 herein.

5 SCOPE OF SERVICES FOR SPECIAL COUNSEL

5.1 Assistance with the development and implementation of new financing programs or, upon request, a new structure in an existing program, including but not limited to advice on program structuring.

5.2 Preparation of all documents necessary to implement a new program or financing structure including, but not limited to, agreements, trusts, trust certificates, transfer agreements, bond resolutions, indentures, purchase contracts, notices of sale, supplemental bond resolutions, loan agreements, preliminary and final official statements, escrow agreements, notes, bonds, any investment agreements or other contracts for the investment of the proceeds of bonds, credit enhancement commitments and related documentation, swap agreements, closing documents, including but not limited to, tax certificates, and any other documents necessary to implement the transactions.

5.3 Advice on any issue in connection with any of I-Bank's programs.

5.4 Advice on any issue relating to the I-Bank Financing Programs, including issues related to outstanding bonds and federal and state tax advice and advice on the execution of the I-Bank's existing ECP Program, or assistance with the establishment of any additional short-term borrowing program for the purpose of providing funds for the I-Bank's short-term loans.

5.5 Advice on any issue relating to the further development of the I-Bank Financing Programs, and assistance with the development and preparation of required reports and legislation.

5.6 Rendering of advice and opinions to the I-Bank and being available as necessary to confer with the I-Bank's outside auditors, with regard to legal matters, bond issues, litigation or any other issues that may arise in any of the annual audits of the I-Bank, and/or the I-Bank Financing Programs.

- 5.7 Rendering of advice and opinions on federal and State tax implications which may arise with regard to the I-Bank, the establishment of new programs, or existing financing structures.
- 5.8 Make available to the I-Bank relevant data (e.g., borrower and project-related data in preparation of loan agreements and related documentation) in a digitally stored format on a timely basis. Final documents must be uploaded within 60 days of execution to the I-Bank's digital document repository (e.g. OneDrive; SharePoint). Collaborative documents must be maintained and edited in the I-Bank's online collaborative system, currently Wrike Inc. All work product prepared by, for, or on behalf of the I-Bank, will be the property of the I-Bank.
- 5.9 Advice in connection with the I-Bank's applications for funding through federal financing programs.
- 5.10 Special Counsel may be asked to address other requests on an ad hoc basis.

6 REQUIRED COMPONENTS OF THE RFQ PROPOSAL

Proposals must respond to each of the following requests in the order indicated. Please provide the information requested below for all counsel who may perform any of the requested services.

6.1 Firm Profile and Experience

- A. Indicate the date your firm was established.
- B. Describe the legal services provided by your firm.
- C. Describe your firm's specialty(ies) and/or area(s) of expertise.
- D. Identify the number of employees in your firm (licensed attorneys; legal support staff; other support staff).
- E. Indicate whether you are a small firm. For the purposes of this RFQ, a small firm has less than twenty (20) full or part-time attorneys. Any firm with twenty (20) or more full or part-time attorneys will be deemed a medium/large firm.
- F. Describe any special training or experience members of your firm possess that may assist in providing the requested legal services.
- G. Provide a description of your firm's presence in New Jersey. Note the location of each office, the number of attorneys resident in each office, whether they are partners or associates and whether attorneys not licensed in the State of New Jersey will be assigned to provide any of the requested legal services if your firm is engaged as Special Counsel pursuant to this RFQ.
- H. Identify any State agencies or departments represented by the firm during the last

five (5) years. For each matter, provide the name of the State agency or department, a description of the matter, the dates of the engagement and the name and contact information of the State employee responsible for overseeing the work of the firm on that matter.

- I. Identify any State agencies or departments before or against which the firm has regularly appeared on behalf of other clients and identify any potential conflicts of interest arising from representation of I-Bank. **Please note** that State entities, including the I-Bank, as public entities, are precluded by the Rules of Professional Conduct from waiving conflicts of interest. See RPC 1.7(a)(2) and RPC 1.7(b)(2).
- J. Describe the firm's approach to maintaining responsive communication with the Attorney General and keeping the Attorney General and the I-Bank informed of problems and progress.
- K. Provide a representative listing of the firm's major private sector clients.
- L. Provide the name, address, telephone number, e-mail address, and facsimile number for the primary contact person in your firm.

6.2 Qualifications and Experience in Area of Law

- A. Demonstrate specifically how the firm meets the Minimum Qualifications set forth above.
- B. Identify and give the office location of each attorney who practices in the areas of the law which are necessary in order to carry out the services described in this RFQ. Please indicate what percentage of your firm's practice is in these areas.
- C. List all attorneys in your firm that have at least five (5) years' experience pertaining to the subject areas of public infrastructure finance, public finance, federal tax law, and State and federal pension and benefits law.
- D. The qualifications and experience of your firm to perform the required services in connection with this engagement: list and describe in detail up to five (5) examples within the last three (3) years in which your firm served as counsel and which are representative of the qualifications of your firm to undertake the proposed assignment. Please include information about the role your firm had and the type of transaction or matter.
- E. State the qualifications and experience of the attorneys proposed to staff the assignment, including that of your tax counsel. These attorneys should have worked on at least one of the matters mentioned in response to paragraph 6.2(D) above. Identify and describe in detail up to three (3) examples that demonstrate the qualifications of these individuals relevant to the anticipated assignment; indicate in each case the role the individual had in the matter and whether or not the individual participated in the matter on behalf of your firm; indicate in what jurisdictions such individuals are admitted to practice law.

In addition, for each member of your firm that would be involved in handling the matter as Special Counsel on behalf of the I-Bank, provide a detailed resume including information as to:

- (i) Education, including advanced degrees;
 - (ii) Years and jurisdictions of admission to practice;
 - (iii) Number of years engaged in practice pertaining to tax-exempt bonds;
 - (iv) General work experience;
 - (v) Any professional distinctions (e.g., certifications, teaching experience); and
 - (vi) Office location.
- F. Describe your firm's experience with short-term funding programs. Provide at least one (1) example of where your firm has been a participant in creating a short-term funding program for a government issuer.
- G. As to the members of your firm who would be involved in handling the representation as Special Counsel, describe the role each member would play in the representation and the approximate percentage of the work that each would perform. Percentages for junior lawyers may be listed separately or in the aggregate. Percentages for paralegals (if applicable) may be listed separately or in the aggregate.
- H. Provide the name and contact information for three (3) former clients that can serve as references for the type of work set forth in this RFQ.

6.3 Other Qualification Information

- A. Identify all adverse determinations against your firm or any of its partners, associates, or employees or persons acting on its behalf, with respect to actions, proceedings, claims or complaints of any kind under any local, state, or federal laws, regulations, court rules, or Rules of Professional Conduct.
- B. Identify and describe in detail any indictments, convictions or civil offenses arising directly or indirectly from the conduct of business by your firm or any of its partners, associates, employees, or agents.
- C. Identify any material arrangements, relationships, associations, employment, or other contacts that may cause a conflict of interest or the appearance of a conflict of interest if your firm acts as counsel to the I-Bank.
- D. Identify your firm's malpractice insurer and describe the insurance limits.
- E. Outside Counsel Guidelines. Counsel designated as Special Counsel and retained on any specific matter shall be required to comply with the Outside Counsel Guidelines ("Guidelines") available for review at:
https://www.nj.gov/oag/law/pdf/rfqs/Revised_Outside_Counsel_Guidelines_2022.pdf.

The Guidelines may be updated from time to time. Such updates will be available

at: [Outside Counsel - New Jersey Office of Attorney General \(njoag.gov\)](https://njoag.gov). If your firm is designated as Special Counsel, by submitting a proposal, you agree that whenever your firm is retained, it shall abide by the Guidelines as written, as well as with any updates that may be made during the term.

- (a) Conflict of Interest. Section II of the Guidelines requires that counsel be free of any conflict of interest. Please note that State entities, including the I-Bank, as a public entities, are precluded by the Rules of Professional Conduct from waiving conflicts of interest. See RPC 1.7(a)(2) and RPC 1.7(b)(2). If your firm is designated as Special Counsel, you have a continuing obligation during the term of the contract to disclose to the Attorney General any actual or potential conflicts. Additionally, retained counsel shall not disclose any confidential information learned or received in any way as part of a retention, either during the retention or at any time after the retention has concluded.
- (b) Costs. Special Counsel shall have resources sufficient to advance all costs, including the costs of any necessary experts. Billing for costs shall be done in accordance with the Guidelines.

- F. Confirm that upon selection as Special Counsel your firm will provide the updated Ownership Disclosure, Affirmative Action Supplement with Affirmative Action Employee Information Report and the certifications required by Public Law 2005, Chapters 51 and 271, Executive Order 333 (Murphy 2023), Public Law 2012, Chapter 25 and Public Law 2022, Chapter 3, as further explained in Exhibit A. **These forms are initially required by the RFQ**, and then required by law again at any designation or retention.
- G. Provide any additional information that may be relevant to the selection process, such as prior experience with the I-Bank or recent transactions or matters of the same nature as the anticipated matters, the need for other special counsel and anticipated extraordinary expenses.

6.4 Additional Requirements for this Office of the Attorney General, Division of Law Request for Proposals

- A. The Additional Requirements set forth in Exhibit A are material terms of any retention resulting from this RFQ. Your proposal must include all completed and signed required State law compliance forms set forth herein.
- B. Additional Submission Requirements for Office of the Attorney General – Diversity Questionnaire. Your proposal must include a completed Diversity Questionnaire, provided in Exhibit B.

6.5 Fees

- A. The firm must submit its proposed fee for: (1) partners; (2) of counsel; and (3)

associates, including the percentage discount the proposed hourly fee represents from your customary hourly fee. **Please note: No fee escalators are permitted or will be considered.** Special Counsel fees do not include reimbursables, such as computer time, telephone charges, postage, travel, duplicating, etc. Permitted expenses will be reimbursed to your firm in accordance with the Guidelines. If the fee proposals submitted by all qualified responders are in excess of those deemed reasonable by the Attorney General, a lower fee may be negotiated.

If the Attorney General requests best and final offers with respect to the fee proposals from all or some of the firms submitting proposals, the Attorney General shall do so via electronic mail. The firms' best and final offers must be in writing and may be delivered electronically. **Best and final offers will only be considered if they are lower than the originally submitted fee proposal.** If a firm does not respond to the request for a best and final offer or asserts that its last price is firm, then the firm's originally submitted fee proposal will be considered its best and final offer.

- B. Please understand that in certain instances, the I-Bank may engage Special Counsel using blended hourly rates with a fee cap setting forth the particular services being requested. Any deviation from the specific matter fee cap established for such scope of services described in Section 5.0 of this RFQ will be considered only as the result of unforeseeable substantial changes in the structure of circumstances of the matter as agreed upon and approved by the Attorney General or the Attorney General's designee.

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- C. Proposed Blended Hourly Rates. Firms are required to fill out the charts below. If the firm does not intend to propose a blended hourly rate for a particular title, please enter “0” for that title. If a firm enters “0” or nothing for a particular title, the firm will not be permitted to bill I-Bank for work performed by individuals in that particular title during the duration of the designation if selected as Special Counsel.

| Position | Blended Hourly Rate | Amount of Percentage Discount from Customary Hourly Rate |
|------------|---------------------|--|
| Partners | | |
| Of Counsel | | |
| Associates | | |

The fees for Law Assistants/Law Clerks/Summer Associates and for Paralegals for the term of this Special Counsel Designation and the retention resulting from the designation shall be as follows:

Law Assistants/Law Clerks/Summer Associates: \$125 per hour

Paralegals: \$90 per hour

7 PROPOSAL SUBMISSION

- 7.1 All responses to Requests for Qualifications must be submitted in their entirety through the Division of Law’s On-Line RFQ Portal. **The RFQ Portal will not be operational until the RFQ question and answer period has ended.**
- 7.2 The Attorney General will accept questions pertaining to this RFQ from all potential bidders electronically. Questions shall be directed to Kavin K. Mistry, Deputy Director, Division of Law at the following e-mail address:

RFQQUESTIONS@LAW.NJOAG.GOV

Please note that the “subject” line of your e-mail must specifically reference this RFQ as follows: “I-Bank Special Counsel RFQ.”

Questions will be accepted until **4:00 pm on April 21, 2025.**

- 7.3 In the event the Attorney General determines that additional clarification to this RFQ or additional information is necessary, the Attorney General reserves the right to hold a conference call with eligible firms for the purpose of providing the same.
- 7.4 In the event that it becomes necessary to clarify or revise this RFQ, such clarification or revision will be by addendum. Any addendum to this RFQ will become part of this RFQ and part of any designation of a firm as Special Counsel as a result of this RFQ.

ALL RFQ ADDENDA WILL BE POSTED ON THE DEPARTMENT OF LAW AND PUBLIC SAFETY'S WEBSITE AT [REQUEST FOR QUALIFICATIONS FOR SPECIAL COUNSEL - NEW JERSEY OFFICE OF ATTORNEY GENERAL \(NJOAG.GOV\)](http://REQUEST.FOR.QUALIFICATIONS.FOR.SPECIAL.COUNSEL.NEW.JERSEY.OFFICE.OF.ATTORNEY.GENERAL.NJOAG.GOV).

ALL RFQ ADDENDA WILL ADDITIONALLY BE MERGED INTO THE ELECTRONIC APPLICATION TOOL BEFORE IT IS OPERATIONAL.

It is the sole responsibility of the bidder to be knowledgeable of all addenda related to this RFQ.

- 7.5 The Attorney General reserves the right to interview the most qualified firms responding to this RFQ prior to making a final selection.
- 7.6 The Attorney General reserves the right to reject any and all proposals received in response to this RFQ, when determined to be in the State's best interest, and to waive minor noncompliance in a proposal, modify or amend, with the consent of the submitting firms, any statement, and to effect any agreement deemed by the Attorney General to be in the Attorney General's best interest, or in the best interests of the Division of Law. The Attorney General further reserves the right to make such investigations as he deems necessary as to the qualifications of any and all firms submitting proposals in response to this RFQ. In the event that all proposals are rejected, the Attorney General reserves the right to re-solicit proposals.
- 7.7 All documents and information submitted in response to this RFQ generally shall be made available to the general public as required by applicable law.
- 7.8 Neither the State nor the I-Bank will 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.
- 7.9 Failure by a firm to meet the Minimum Qualifications set forth in Section 2.0 will result in the proposal's rejection.

8 SELECTION PROCESS

- 8.1 All proposals will be reviewed to determine responsiveness. The Attorney General may reject non-responsive proposals without evaluation but may waive minor non-compliance. An Evaluation Committee will evaluate responsive proposals. The Evaluation Committee will have a minimum of three (3) members and may include representative(s) from the I-Bank. The following evaluation criteria categories, separate or combined in some manner, and not necessarily listed in order of significance, will be used to evaluate proposals received in response to this RFQ.

- A. Knowledge and experience of named attorneys as applicable with:
 - i. Experience with public private-partnership structures;
 - ii. Expertise in public infrastructure financing projects with an expertise in

- innovative and/or complex transactions;
 - iii. Expertise in Federal Securities Law applicable to public financing obligations; and
 - iv. Expertise in Federal Tax Law Matters applicable to public infrastructure financing obligations.
 - B. Knowledge and experience of the firm with bond work and/or financial transactions including swaps and credit derivatives;
 - C. Resources of the firm;
 - D. Approach to communication with the Division of Law; and
 - E. Past experience of the State and the I-Bank with the firm and/or named attorneys

Fees will be evaluated after review of all the firms' technical criteria.

- 8.2 Proposals will be ranked based on the above criteria. Special Counsel will be selected by the Attorney General in consultation with the I-Bank. The Attorney General reserves the right to reject any and all responses to the RFQ; waive any requirements or minor informalities; modify or amend, with the consent of the submitting firms, any statement; and to effect any agreement deemed by the Attorney General to be in the best interest of the Attorney General, or in the best interests of the State and I-Bank.
- 8.3 The Attorney General reserves the right, in the Attorney General's sole discretion, to require interviews or oral presentations from the most qualified firms that submitted proposals prior to making a final determination.
- 8.4 Notification. There is no designated date for the designation. The Division of Law shall notify the firm selected as Special Counsel.

9 RESERVATION OF RIGHTS; DISCLAIMERS

- 9.1 No endorsement: Designation as Special Counsel does not constitute an endorsement by the State of New Jersey, the Attorney General, the Department of Law and Public Safety, or I-Bank.
- 9.2 Effect of RFQ response: A response to this RFQ will not bind or otherwise obligate the State of New Jersey to engage the responding firm as Special Counsel.
- 9.3 Attorney General's Authority Not Constrained: Nothing in this RFQ is intended to limit or constrain the discretion of the Attorney General in exercising any authority, duty, prerogative, or power established or recognized by the State Constitution, statutes, Executive Orders, regulations, or case law.
- 9.4 Designation as Special Counsel: Selection of a firm as Special Counsel will not bind or otherwise obligate the State, I-Bank, or any other state entity to retain the listed firm for legal services. Selection of a firm as Special Counsel will not guarantee any other form of employment or engagement.

10 SPECIAL COUNSEL DESIGNATIONS AND RETAINER AGREEMENTS

- 10.1 Special Counsel Designation. A firm selected pursuant to this RFQ with the approval of the Attorney General and the Governor, will be the subject of a special counsel designation, pursuant to N.J.S.A. 52:17A-13. A firm may not represent the I-Bank unless it is given a special counsel designation. A special counsel designation, however, is not a retention for a specific matter and does not entitle a firm to be retained for a specific matter. The terms and conditions set forth in this RFQ shall be the terms and conditions of the special counsel designation.
- 10.2 Retention Letter. A firm may not represent the I-Bank unless it also executes a retention letter for a specific matter or class of matters. A firm selected as Special Counsel may, from time to time, be contacted by the Division of Law for retention on a specific matter. At that time, if the firm agrees to the retention, the firm may be required to submit updated certifications, as required by Exhibit A and will receive a retention letter to countersign. The terms and conditions set forth in this RFQ shall be included in addition the terms and conditions in the Retention Letter.

11 EVALUATIONS

For the firm selected as Special Counsel, not less frequently than annually, the Attorney General or the Attorney General's designee shall evaluate the firm's performance. The evaluation will focus on responsiveness; quality of work; adequacy and appropriate utilization of resources; adherence to invoice submittal standards; and cost effectiveness. The Attorney General or the Attorney General's designee will advise each firm of any problem areas. If, as the result of one or more evaluations, the Attorney General determines, in the Attorney General's sole discretion, that a firm should be removed from the engagement as Special Counsel, the firm may be removed after written notice is provided to the firm. Other than this written notice, nothing in this RFQ creates any rights, entitlements, privileges, or presumptions in favor of a law firm that would constrain the Attorney General's authority to remove a firm from being Special Counsel.

12 AGREEMENT AND CERTIFICATION

By submitting this Proposal:

I agree, on behalf of my firm, that my firm will abide by the Outside Counsel Guidelines as set forth above during the term of a Special Counsel designation and in the event that my firm is retained by the Division of Law.

I understand that in the event that my firm is selected and receives a Special Counsel designation, the Special Counsel designation is not a guarantee that my firm will be retained for any matter.

I agree that in the event that my firm receives a Special Counsel designation and is retained, my firm shall bill at the rates set forth above.

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

I certify under penalty of perjury that the information in my firm's Proposal has been reviewed

by me and is true and accurate to the best of my knowledge.

Signature of Contact Attorney

Date

Contact Attorney Name: _____

Telephone Number of Contact Attorney: _____

Email Address of Contact Attorney: _____

Attachments:

- Exhibit A** – Additional Requirements for all Office of the Attorney General, Division of Law Retention Agreements
- Exhibit B** – Diversity Questionnaire

Exhibit A to Special Counsel Retention Agreements

These additional terms and conditions are required by law, as indicated herein (Additional Terms) and shall be executed by the Special Counsel prior to the Division of Law executing any Special Counsel Retention Agreement with the Division of Law on behalf of any of its clients. These Additional Terms shall be incorporated into any Special Counsel Retention Agreement (Retention Agreement) executed by the Division of Law and Special Counsel.

I. Special Counsel shall complete the following forms or otherwise satisfy the following requirements prior to the State executing a Retention Agreement with Special Counsel. Completion of these requirements will be easier if they are done in the order presented below. Note that the Special Counsel must use the same TIN/EIN and related taxpayer identity for all of these registrations, disclosures and certifications:

A. New Jersey Business Registration

Pursuant to N.J.S.A. 52:32-44 (b), if Special Counsel has one or more retention agreements for which the State will pay in excess of \$37,500 during the State Fiscal Year (July 1 to June 30):

1. Special Counsel that is a legal entity (e.g. corporation, LLC, partnership, LLC, et al.) must do one of the following:
 - a. submit with the signed Retention Agreement a copy of its valid New Jersey Business Registration with the current entity name, address and EIN/TIN; or
 - b. if the business has changed its name, address or EIN/TIN since it registered, update those changed items in the Division of Revenue Business Registration System; or
 - c. is not already registered with the New Jersey Division of Revenue, registration can be completed on line at: <http://www.state.nj.us/treasury/revenue/busregcert.shtml>;or
2. Special Counsel that is a natural person and is being retained and paid in her or his individual capacity (i.e. not under the name of an LLP or LLC), fill out New Jersey [Form Reg A](#) form and return the form to the address shown on the form and await notification of its registration, and then submit that to the Division with the signed retention. The Form Reg A is found at: https://www.state.nj.us/treasury/revenue/pdf/reg_a.pdf.

B. New Jersey State W-9 and Vendor Questionnaire – NJStart Vendor Registration

No Special Counsel shall be paid unless Special Counsel has a properly completed New Jersey State W-9 and Vendor Questionnaire on file with the State in NJStart.

If Special Counsel does not have a Business Registration, has not yet received back its Business Registration form from the New Jersey Division of Revenue, or has not obtained Business Registration with its current information, it will not be able to register with NJStart. One day after the Business Registration is complete, the Special Counsel will be able to register with NJStart.

General Information including an explanatory video about NJStart is available at:

<http://www.state.nj.us/treasury/purchase/vendor.shtml>.

Use this link to register for or access the NJStart system:

<https://www.njstart.gov/bsol/>.

If Special Counsel has previously submitted a State of New Jersey W-9 and Vendor Questionnaire or has previously registered with NJStart, and has not changed its name, address or tax identification number, the firm need not register with NJStart. The firm should notify the Division of Law that its NJ Start Registration is current.

Note: If at any time Special Counsel needs to revise its W-9 for any reason, including a change in firm name, address, or tax identification number, Special Counsel shall also be required to re-register to use NJStart, if it has not done so, and make the revisions to the W-9 and Vendor Questionnaire in the NJStart system.

C. Ownership Disclosure

The Ownership Disclosure addresses the requirements of N.J.S.A. 52:25-24.2 for any contract or retention agreement and must be completed and submitted either with the proposal or with the signed Retention Agreement. The Retention Agreement cannot be finalized by the Division of Law unless and until the Ownership Disclosure is properly completed and accepted. The form can be downloaded from the Department of Treasury website under the heading Vendor Forms. It is located at:

<http://www.state.nj.us/treasury/purchase/forms/OwnershipDisclosure.pdf>.

D. Affirmative Action Supplement with Affirmative Action Employee Information Report – Form AA-302

The Affirmative Action Supplement with Affirmative Action Employee Information Report addresses the requirements of N.J.S.A. 10:5-31 to -34 and N.J.A.C. 17:27.3.1 et seq., for any contract or retention agreement. Special Counsel must do one of the following:

1. Complete and submit the Employee Information Report, and pay the \$150.00 fee electronically at:
https://www.state.nj.us/treasury/contract_compliance/; or
2. Complete and submit the Employee Information Report either with the proposal or with the signed Retention Agreement. The Retention Agreement is not completed unless and until the form is properly completed and submitted to the Division of Law, as well as to the Contract Compliance and Audit Unit within the New Jersey Department of Treasury, Division of Purchase and Property along with a \$150.00 check. The form can be downloaded from the Department of Treasury website under the heading Vendor Forms:
<https://www.state.nj.us/treasury/purchase/forms.shtml>.

or access the form directly at:

https://www.state.nj.us/treasury/contract_compliance/documents/pdf/forms/aa302.pdf

The instructions for the form are available at:

<http://www.state.nj.us/treasury/purchase/forms/EmployeeInformationReportInstructions-aa302ins.pdf>;

or

3. Present to the Division of Law a current Certificate of Employee Information Report issued by the Contract Compliance and Audit Unit within the New Jersey Department of Treasury, Division of Purchase and Property; or
4. Present to the Division of Law, consistent with N.J.A.C. 17:27-4.3(a)(1), a copy of an existing federally approved or sanctioned affirmative action report.

E. Certification of Non-Involvement in Prohibited Activities in Iran

Pursuant to N.J.S.A. 52:32-58, Special Counsel must certify that neither Special Counsel, nor one of its parents, subsidiaries, and/or affiliates (as explained 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 Special Counsel is unable to so certify, Special Counsel shall provide a detailed and precise description of such activities. The form is available at:

<http://www.state.nj.us/treasury/purchase/forms/DisclosureofInvestmentActivitiesinIran.pdf>.

F. Two-Year Chapter 51/Executive Order 333 (2023) Certification and Disclosure of Political Contributions

Prior to entering any Retention Agreement retention agreement under which the State will pay more than \$17,500 to the Business Entity proposed as the Special Counsel, the Business Entity shall submit the Certification and Disclosure form, certifying that no contributions prohibited by Chapter 51 and EO 333 have been solicited or made by the Business Entity and reporting all contributions the Business Entity made during the preceding four years to any political organization organized under 26 U.S.C. 527 of the Internal Revenue Code that also meets the definition of a

continuing political committee within the meaning of N.J.S.A. 19:44A-3(n) and N.J.A.C. 19:25-1.7. Additional information about Chapter 51 and Executive Order 333, is available at:

<https://www.state.nj.us/treasury/purchase/execorder333.shtml>

Please note that if you are using Microsoft Edge as your browser as well as some other browsers, you cannot simply double click on the link to the form on this page to open it. Instead when you double click on the link a dialogue box should open up and give you the option to download. Select Download. Then open your Adobe Acrobat program and open the downloaded file from there.

The required form and instructions for completion and submission to the Deputy Attorney General or electronically prior to the finalization of the Retention Agreement are available on the New Jersey Division of Purchase and Property's website under the heading "Vendor Forms Required for Contract Award" at:

<https://www.state.nj.us/treasury/purchase/forms.shtml>

Note: If Special Counsel has not registered with NJStart, it will need to do so before submitting its Chapter 51 form. NJStart registration is necessary for the review of the Certification and Disclosure.

Note: The TIN/EIN must be identical on each of the Business Registration, NJStart Registration and Chapter 51 form.

Note: The form must be opened in Adobe Reader. It will not open by double clicking on the form if you are using Microsoft Edge or some other browsers.

If the Special Counsel has a currently valid Two-Year Chapter 51/Executive Order 333 Vendor Certification approval from the New Jersey Division of Purchase and Property and has not made any contribution prohibited by Chapter 51, since the approval was issued the prior notice from the Chapter 51 Unit of the current two-year approval may be submitted to the Division of Law instead of a new form.

Special Counsel is required, on a continuing basis, to report any contributions and solicitations Special Counsel makes during the term of the Retention Agreement, and any extension(s) thereof, at the time any such contribution or solicitation is made. Failure to do so is a breach of the Retention Agreement.

Special Counsel's failure to submit the form will preclude the Division of Law's countersignature of the Retention Agreement under which the State will pay more than \$17,500 to Special Counsel. The State Treasurer or his designee shall review the Disclosures submitted by the Special Counsel pursuant to this section, as well as any other pertinent information concerning the contributions or reports thereof by the intended Special Counsel, prior to award, or during the term of the retention agreement. If the State Treasurer determines that any contribution or action by the Special Counsel violated Chapter 51 and EO 333 the State Treasurer shall disqualify the Special Counsel from award of such contract. If the State Treasurer or its designees determines that any contribution or action constitutes a breach of contract that poses a conflict of interest, pursuant to Chapter 51 or EO 333, the State Treasurer shall disqualify the Special Counsel from award of such contract.

G. Disclosure Requirement of P.L. 2005, c. 271

Pursuant to P.L. 2005, c.271 ("Chapter 271") every Business Entity contracting with the State is required to disclose its (and its principals') political contributions within the immediately preceding twelve (12) month period. No prospective Special Counsel will be precluded from being retained by virtue of the information provided in the Chapter 271 disclosure, provided the form is fully and accurately completed. Prior to being retained, the Special Counsel anticipated to be selected will be required to submit Chapter 271 disclosures if the cost of Retention Agreement is anticipated to be in excess of \$17,500. This requirement is in addition to the requirements of Chapter 51 and EO 333. The form is available at:

<http://www.state.nj.us/treasury/purchase/forms/CertandDisc2706.pdf>

H. Certification pursuant to L. 2022, c. 3 (Prohibited Activities in Russia and Belarus)

Pursuant to P.L.2022, c. 3, a person or entity seeking to enter into or renew a contract for the provision of goods or services shall certify that it is not identified on the list of persons or entities engaging in prohibited activities in Russia

or Belarus. Consistent with the federal law, the list of persons and entities engaging in prohibited activities in Russia or Belarus shall consist of all persons and entities appearing on the list of Specially Designated Nationals and Blocked Persons promulgated by the Office of Foreign Assets Control (OFAC) on account of activity relating to Russia or Belarus. The form is available at:

[DisclosureofProhibitedActivitesinRussiaBelarus.pdf \(nj.gov\)](#)

The OFAC sanctions list can be searched at:

<https://ofac.treasury.gov/sanctions-list-search-tool>

II. Special Counsel Certification

Source Disclosure Certification-All Consulting Service to be provided in the United States

Special Counsel's execution of these Additional Terms to the Retention Agreement will confirm that Special Counsel agrees, in accordance with Executive Order 129 (2004) and N.J.S.A. 52:34-13.2 (P.L. 2005, c. 92), that all services performed for the Retention Agreement shall be performed within the United States.

In the event that all services performed for the Retention Agreement will NOT be performed within the United States, Special Counsel shall send the Deputy Attorney General who executes the Retention Agreement a letter that states with specificity the reasons why the services cannot be so performed. Any such letter shall require review and approval pursuant to N.J.S.A. 52:34-14.2 prior to execution of this Retention Agreement or the delivery of the services which will not be performed within the US. If the Letter cannot be approved, the Special Counsel cannot be retained.

III. The Special Counsel acknowledges that the Retention Agreement is subject to the following terms and conditions:

A. Breach of Requirements of Chapter 51 and Executive Order 333 (2023) (Also referred to as "Pay to Play Restrictions," N.J.S.A. 19:44A-20.13 to -20.25)

New Jersey law insulates the negotiation and award of State contracts from political contributions that posed a risk of improper influence, purchase of access or the appearance thereof. L. 2005, c. 51, as amended by the Elections Transparency Act, L. 2023, c.30, codified at N.J.S.A. 19:44A-20.13 to -20.25 ("Chapter 51") and supplemented by Executive Order 333 (2023).

Thus, in retentions under which the State will pay more than \$17,500 to Special Counsel, pursuant to the requirements of Chapter 51 and EO 333, it shall be a material breach of the terms of the Retention Agreement for Special Counsel to do any of the following during the term of the Retention Agreement:

1. make or solicit a contribution in violation of the Chapter 51 or EO 333;
2. knowingly conceal or misrepresent a contribution given or received;
3. make or solicit contributions through intermediaries for the purpose of concealing or misrepresenting the source of the contribution;
4. make or solicit any contribution on the condition or with the agreement that it will be contributed to a campaign committee or any candidate or holder of the public office of Governor, or of Lieutenant Governor, or to any State, county or municipal party committee, or any legislative leadership committee;
5. engage or employ a lobbyist or Special Counsel with the intent or understanding that such lobbyist or Special Counsel would make or solicit any contribution, which if made or solicited by the business entity itself, would subject that entity to the restrictions of Chapter 51 or EO 333;
6. fund contributions made by third parties, including Special Counsel's shareholders or business partners, attorneys, family members, and employees;

7. engage in any exchange of contributions to circumvent the intent of the Chapter 51 or EO 333; or
8. directly or indirectly through or by any other person or means, do any act which would subject that entity to the restrictions of the Chapter 51 or EO 333.

B. New Jersey Conflict of Interest Law

The New Jersey Conflict of Interest Law, N.J.S.A. 52:13D-12 et seq., and Executive Order 189 (1988), prohibit certain actions by persons or entities which provide goods or services to any State Agency. Specifically:

1. No Special Counsel shall pay, offer to pay, or agree to pay, either directly or indirectly, any fee, commission, compensation, gift, gratuity, or other thing of value of any kind to any State officer or employee or special State officer or employee, as defined by N.J.S.A. 52:13D-13b. and e., in the Department of the Treasury or any other agency with which such Special Counsel transacts or offers or proposes to transact business, or to any member of the immediate family, as defined by N.J.S.A. 52:13D-13i, of any such officer or employee, or any partnership, firm, or corporation with which they are employed or associated, or in which such officer or employee has an interest within the meaning of N.J.S.A. 52:13D-13g.
2. The solicitation of any fee, commission, compensation, gift, gratuity or other thing of value by any State officer or employee or special State officer or employee from any Special Counsel shall be reported in writing forthwith by Special Counsel to the Attorney General and the Executive Commission on Ethical Standards.
3. No Special Counsel may, directly or indirectly, undertake any private business, commercial or entrepreneurial relationship with, whether or not pursuant to employment, contract or other agreement, express or implied, or sell any interest in such Special Counsel to, any State officer or employee or special State officer or employee having any duties or responsibilities in connection with the purchase, acquisition or sale of any property or services by or to any State agency or any instrumentality thereof, or with any person, firm or entity with which he is employed or associated or in which he has an interest within the meaning of N.J.S.A. 52:13D-13g. Any relationships subject to this provision shall be reported in writing forthwith to the Executive Commission on Ethical Standards, which may grant a waiver of this restriction upon application of the State officer or employee or special State officer or employee upon a finding that the present or proposed relationship does not present the potential, actuality or appearance of a conflict of interest.
4. No Special Counsel shall influence, or attempt to influence or cause to be influenced, any State officer or employee or special State officer or employee in his official capacity in any manner which might tend to impair the objectivity or independence of judgment of said officer or employee.
5. No Special Counsel shall cause or influence, or attempt to cause or influence, any State officer or employee or special State officer or employee to use, or attempt to use, his official position to secure unwarranted privileges or advantages for the Special Counsel or any other person.
6. The provisions cited above in paragraph B(1) through B(5) shall not be construed to prohibit a State officer or employee or special State officer or employee from receiving gifts from or contracting with Special Counsel under the same terms and conditions as are offered or made available to members of the general public subject to any guidelines the Executive Commission on Ethical Standards may promulgate.

C. Obligation to Maintain Records

Special Counsel shall maintain all records for products and/or services delivered under the Retainer Agreement for a period of five (5) years from the date of final payment under the Retention Agreement unless otherwise specified in the Retention Agreement. Such records shall be made available to the State, including the New Jersey State Comptroller, for audit and review upon request.

D. Affirmative Action and Equal Employment Requirements:

Pursuant to N.J.A.C. 17:27-3.5 Special Counsel agrees that:

1. Special Counsel or its subcontractor, where applicable, will not discriminate against any employee or applicant for employment because of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Except with respect to affectional or sexual orientation and gender identity or expression, Special Counsel will ensure that equal employment opportunity is afforded to such applicants in recruitment and employment, and that all employees are treated during employment, without regard to their age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Such equal employment opportunity shall include, but not be limited to, the following: employment, upgrading, demotion, or transfer; recruitment or recruitment advertising; layoff or termination;

rates of pay or other forms of compensation; and selection for training, including apprenticeship. Special Counsel agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the public agency compliance officer setting forth provisions of this nondiscrimination clause;

2. Special Counsel or its subcontractor, where applicable, will, in all solicitations or advertisements for employees placed by or on behalf of Special Counsel, state that all qualified applicants will receive consideration for employment without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex;
3. Special Counsel or its subcontractor will send to each labor union with which it has a collective bargaining agreement, if any, a notice, to be provided by the agency contracting officer, advising the labor union of the Special Counsel's commitments under this chapter and shall post copies of the notice in conspicuous places available to employees and applicants for employment; and
4. Special Counsel or its subcontractor, where applicable, agrees to comply with any regulations promulgated by the Treasurer pursuant to N.J.S.A. 10:5-31 et seq., as amended and supplemented from time to time, and codified at N.J.A.C. 17:27-1.1 et seq.

Further, pursuant to N.J.A.C. 17:27-3.7, Special Counsel agrees that:

1. Special Counsel and its subcontractor, if any, agrees to make good faith efforts to meet targeted county employment goals established in accordance with N.J.A.C. 17:27-5.2.
2. Special Counsel and its subcontractor, if any, agrees to inform in writing its appropriate recruitment agencies including, but not limited to, employment agencies, placement bureaus, colleges, universities, and labor unions, that it does not discriminate on the basis of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, and that it will discontinue the use of any recruitment agency which engages in direct or indirect discriminatory practices.
3. Special Counsel and its subcontractor, if any, agrees to revise any of its testing procedures, if necessary, to assure that all personnel testing conforms with the principles of job-related testing, as established by the statutes and court decisions of the State of New Jersey and as established by applicable Federal law and applicable Federal court decisions.
4. In conforming with the targeted employment goals, Special Counsel and its subcontractor, if any, agrees to review all procedures relating to transfer, upgrading, downgrading and layoff to ensure that all such actions are taken without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, consistent with the statutes and court decisions of the State of New Jersey, and applicable Federal law and applicable Federal court decisions.

E. Fee Recovery in Pro Bono Retentions Shall Inure Directly to the State

In retentions to provide legal services on a pro bono basis pursuant to Executive Order 304 (2022), Special Counsel specifically disclaims any right to obtain a fee recovery from opposing parties and agrees that any such recovery shall inure directly to the State.

IV. Special Counsel is hereby notified of the following New Jersey Statutes and their requirements:

A. Chapter 271 Annual Disclosure Statement Filing Requirement

If Special Counsel receives contracts in excess of \$50,000 in the aggregate from public entities located in New Jersey during a calendar year, Special Counsel is responsible to file an annual disclosure statement on political contributions with the New Jersey Election Law Enforcement Commission (ELEC), pursuant to N.J.S.A. 19:44A-20.13 (P.L. 2005, c. 271, section 3). It is Special Counsel's responsibility to determine if filing is necessary. Failure to so file can result in the imposition of financing penalties by ELEC. Additional information about this requirement, and the form to be filed, is available from ELEC at (888)313-3532 or <https://www.elec.nj.gov/pay2play/form.html>.

B. Set-off for State Taxes

Pursuant to N.J.S.A. 54:49-19 et seq. (P.L. 1995, c. 159), and notwithstanding the provision of any other law to the contrary, whenever any taxpayer, partnership or S corporation under contract to provide goods or services or construction projects to the State of New Jersey or its agencies or instrumentalities, including the legislative and judicial branches of State government, is entitled to payment for those goods or services at the same time a taxpayer, partner or shareholder of that entity is indebted for any State tax, the Director of the Division of Taxation shall seek to set off so much of that payment as shall be necessary to

satisfy the indebtedness. The amount set-off shall not allow for the deduction of any expense or other deduction which might be attributable to the taxpayer, partner, or shareholder subject to set-off under this Act.

The Director of the Division of Taxation shall give notice of the set-off to the taxpayer, partner or shareholder and provide an opportunity for a hearing within thirty (30) days of such notice under the procedures for protests established under N.J.S.A. 54:49-19. No request for conference, protest, or subsequent appeal to the Tax Court from any protest shall stay the collection of the indebtedness.

C. Diane B. Allen Equal Pay Act

The Diane B. Allen Equal Pay Act, L. 2018, c. 9, requires State contractors providing professional services to the State or a State entity to file information about its employee pay practices with the New Jersey Department of Labor and Workforce Development. Information about the Act and the reporting requirement is available at: <https://www.nj.gov/labor/wageandhour/tools-resources/equal-pay/index.shtml>

Special Counsel hereby agrees to these Additional Term and Conditions:

Special Counsel Signature: _____

Special Counsel Name: _____

Special Counsel Firm: _____

Date: _____



Exhibit B Outside Counsel Diversity Questionnaire

The Office of the Attorney General/Department of Law and Public Safety recognizes diversity and inclusion as a core value that strengthens our ability to serve the people of New Jersey. An analysis of the participation and roles of certain groups that have historically been underrepresented in the legal profession is of particular importance to the Department. To that end we are asking the private practice law firms that we engage to complete this survey, so that we may benchmark and track information about diversity and inclusion among our outside counsel.

Instructions

- 1. Applicable Period.** Except as otherwise noted, please provide information limited to your law firm's New Jersey Based Attorneys, current as of December 31, 2022 or the workforce snapshot pay period utilized by the firm for its EEOC reporting obligation. This date is the "Reporting Date."
- 2. Voluntarily Self-Reported Data Only.** All categories of reporting in this survey are limited to information that has been voluntarily self-reported to your firm by your firm's attorneys whereby they identify themselves as being within a particular demographic group ("Identify"), i.e. Gender, Race or Ethnicity categories, LGBTQIA, or having a Disability.
- 3. Race/Ethnicity.** For ease of reporting, the Race/Ethnicity categories requested in this questionnaire are consistent with the categories established by the Office of Management and Budget (OMB). The OMB's Statistical Policy Directive No. 15: *Standards for Maintaining, Collecting, and Presenting Federal Data on Race and Ethnicity (the "OMB Standards")*, established in 1997, remains in effect today and is followed by the United States Equal Employment Opportunity Commission in its mandatory reporting process applicable to many employers. A description of the relevant Race/Ethnicity categories are

available at page 13-14 of the EEO instruction booklet available at: 2021 EEO-1 Component 1 Data Collection Instruction Booklet (eeocdata.org).

Under the OMB Standards, the term “Ethnicity” is separate and distinct from the term “Race”.

For “Ethnicity” there are only two federally recognized categories:

- Hispanic or Latino
- Not Hispanic or Latino

For “Race” there are 5 federally recognized categories:

- White
- Black or African American
- Asian
- American Indian or Alaskan Native (AI/AN)
- Native Hawaiian or Other Pacific Islander (NH/OPI)

Respondents may self-identify their Race as two or more of the 5 categories, or alternatively, may indicate none of the enumerated Races apply. Therefore, additional options to report Race are:

- Two or More Races
- Some Other Race

In cases where an attorney has not voluntarily self-identified their demographic information, they may be accounted for as “Unknown”

Accordingly, this Questionnaire requests information about Race within each Ethnicity in the following categories:

1. White
2. Black or African American
3. Asian
4. American Indian or Alaskan Native (AI/AN)
5. Native Hawaiian or Other Pacific Islander (NH/OPI)
6. Two or More Races
7. Other/Unknown

4. **LGBTQIA.** The category “LGBTQIA” in the chart below refers to individuals who Identify as lesbian, gay, bisexual, transgender, queer/questioning, intersex or asexual.

5. **Disability.** The category “**Disability**” in the chart below refers to individuals who Identify as having a Disability. As used herein, “Disability” with respect to an individual is defined consistently with 28 CFR 35.108(a)(1)(i): “a physical or mental impairment that substantially limits one or more of the major life activities of such individual.”

6. “**New Jersey Based Attorneys**” means attorneys who are based in New Jersey who have an ownership interest in and/or who are employed by your law firm. Do not include temporary, per diem or contract attorneys in your responses. For the purposes of this definition, “based in New Jersey” means that the primary workplace location for the attorney is New Jersey, i.e. the law firm office where the attorney performs the greatest amount of work time, as compared with any other of your law firm’s offices, is located in New Jersey.

7. **Multiple Categories.** If an attorney fits more than one of the requested categories, please count such individual in all of the applicable categories.

8. **Numerical Data Responses.** Please provide numerical data in response to the charts, entering “0” where the number is zero. If the requested information is not applicable to your firm, please enter “N/A” as your response.

9. **Definitions.** As used herein:

- A. **“Equity Partner”** means an attorney who has the title Partner, Shareholder, Member, Principal or another similar title, who has an ownership interest in the law firm.
- B. **“Non-Equity Partner”** means an attorney who has the title Partner, Shareholder, Member, Principal or another similar title, who is employed by the firm but has no ownership interest in the law firm.
- C. **“Senior Counsel”** means an attorney who has a senior status with the firm, including without limitation, an individual who previously was a partner but currently maintains a reduced workload, or an individual who joins the firm as a senior attorney who does not have the obligations and/or profit participation rights afforded to partners of the firm. The job titles of such attorneys may vary among firms, e.g. may be known as “Of Counsel,” “Senior Counsel,” “Counsel” or as some other title.
- D. **“Counsel”** means a practicing attorney who is more senior than an Associate but who has not been elevated to Partner status. The job titles of such attorneys may vary among firms, e.g. may be known as “Of Counsel,” “Senior Counsel,” “Counsel” or as some other title.
- E. **“Associate”** means an attorney who has the title of Associate, Attorney, or other similar title, and is not an Equity Partner, Non-Equity Partner or Counsel.
- F. **“Minority-Owned Firm”** means your law firm is at least 51 percent owned, controlled, operated, and managed by an individual or individuals who are “minority group members,” as such term is defined by the National Minority Supplier Development Council (see, <http://www.nmsdc.org/mbes/what-is-an-mbe/>)
- G. **“Women-Owned Firm”** means your law firm is at least 51 percent owned, controlled, operated, and managed by a woman or women.

1. Firm Name

2. Name of Head of firm (e.g. Managing Partner, Chairperson)

 First Name Last Name

3. Person Responsible for Completion of Survey

First Name Last Name

Title

Email Address

example@example.com

Phone Number

Please enter a valid phone number.

4. Please indicate the number of attorneys employed by your law firm on a full-time basis

Firm-wide:

In the U.S.:

Outside the U.S.:

In New Jersey:

5. Is your firm Minority-Owned?

Yes No

If yes, please indicate if it is certified as such?

Yes No

If yes, please list the name of the certifying entity:

6. Is your law firm Women-Owned?

Yes No

If yes, please indicate if it is certified as such?

Yes No

If yes, please list the name of the certifying entity:

Demographic Information

Please provide the information sought in the chart below.

ALL ATTORNEYS FIRM-WIDE -

of NJ Based Attorneys who held the following positions as of January 1, 2023

Ethnicity - As of the Reporting Date, did your firm employ any attorneys who identified as Hispanic or Latino?

Yes No

Ethnicity - Hispanic or Latino

Please indicate the number of Hispanic or Latino attorneys within each job category who have identified their Race as reflected in each of the columns in the table below

Attorneys Who Identify as Hispanic or Latino - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |

| | | | | | | | |
|-----------|--|--|--|--|--|--|--|
| ASSOCIATE | | | | | | | |
|-----------|--|--|--|--|--|--|--|

Attorneys Who Identify as Hispanic or Latino - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOP) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|--|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attorneys Who Identify as Hispanic or Latino - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOP) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|--|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |

| | | | | | | | |
|-----------|--|--|--|--|--|--|--|
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Race - As of the Reporting Date, did your firm employ any attorneys who identified as Non-Hispanic or Latino?

Yes No

Race - Non-Hispanic or Latino

Please indicate the number of Non-Hispanic or -Latino attorneys within each job category who have identified their Race as reflected in each of the columns in the table below.

Attorneys Who Identify as Non-Hispanic or Latino - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attorneys Who Identify as Non-Hispanic or Latino - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attorneys Who Identify as Non-Hispanic or Latino - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attorneys Who Identify as LGBTQIA - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attorneys Who Identify as LGBTQIA - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |

| | | | | | | | |
|-----------|--|--|--|--|--|--|--|
| ASSOCIATE | | | | | | | |
|-----------|--|--|--|--|--|--|--|

Attorneys Who Identify as LGBTQIA - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOP) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|--|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attorneys Who Identify as a Person with a Disability(ies) - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOP) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|--|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |

| | | | | | | | |
|-----------|--|--|--|--|--|--|--|
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attorneys Who Identify as a Person with a Disability(ies) - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attorneys Who Identify as a Person with a Disability(ies) - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |

| | | | | | | | |
|-------------------|--|--|--|--|--|--|--|
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Demographic Information

Please provide the information sought in the charts below.

FIRM LEADERSHIP -

of NJ Based Attorneys who served in leadership positions as of January 1, 2023.

Ethnicity - As of the Reporting Date, did your firm employ any attorneys who identified as Hispanic or Latino who have served in Leadership positions?

Yes No

Firm Leadership - Ethnicity - Hispanic or Latino

Please indicate the number of Hispanic or Latino attorneys within each job category who have served in Leadership positions who have identified their Race as reflected in each of the columns in the table below.

Firm Leadership - Ethnicity - Hispanic or Latino - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--|-------|---------------------------|-------|--|---|-------------------|---------|
| MANAGEMENT COMMITTEE (or top firm governing committee) | | | | | | | |
| ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices) | | | | | | | |
| DEPARTMENT HEADS (for firm-wide departments that | | | | | | | |

| | | | | | | | |
|---|--|--|--|--|--|--|--|
| include multiple practice groups and/or offices) | | | | | | | |
| PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments) | | | | | | | |
| FIRM OFFICE LEADERS (local departmental or practice group) | | | | | | | |
| FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role) | | | | | | | |
| PARTNER COMMITTEE (decides entry into partnership) | | | | | | | |
| COMPENSATION COMMITTEE (decides attorney compensation) | | | | | | | |
| HIRING PARTNERS (final decision-making authority for new attorney hiring) | | | | | | | |

Firm Leadership - Ethnicity - Hispanic or Latino - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|---|-------|---------------------------|-------|--|---|-------------------|---------|
| MANAGEMENT COMMITTEE (or top firm governing committee) | | | | | | | |

| | | | | | | | |
|--|--|--|--|--|--|--|--|
| ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices) | | | | | | | |
| DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices) | | | | | | | |
| PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments) | | | | | | | |
| FIRM OFFICE LEADERS (local departmental or practice group) | | | | | | | |
| FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role) | | | | | | | |
| PARTNER COMMITTEE (decides entry into partnership) | | | | | | | |
| COMPENSATION COMMITTEE (decides attorney compensation) | | | | | | | |
| HIRING PARTNERS (final decision-making authority for new attorney hiring) | | | | | | | |

Firm Leadership - Ethnicity - Hispanic or Latino - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--|-------|---------------------------|-------|--|---|-------------------|---------|
| MANAGEMENT COMMITTEE (or top firm governing committee) | | | | | | | |
| ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices) | | | | | | | |
| DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices) | | | | | | | |
| PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments) | | | | | | | |
| FIRM OFFICE LEADERS (local departmental or practice group) | | | | | | | |
| FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role) | | | | | | | |
| PARTNER COMMITTEE (decides entry into partnership) | | | | | | | |
| COMPENSATION COMMITTEE (decides attorney compensation) | | | | | | | |

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|--|--|--|--|--|--|--|--|
| HIRING PARTNERS (final decision-making authority for new attorney hiring) | | | | | | | |
|--|--|--|--|--|--|--|--|

Race - As of the Reporting Date, did your firm employ any attorneys who identified as Non-Hispanic or Latino who have served in Leadership positions?

Yes No

Firm Leadership - Race - Non-Hispanic or Latino

Please indicate the number of Non-Hispanic or -Latino attorneys within each job category who have served in Leadership positions who have identified their Race as reflected in each of the columns in the table below.

Firm Leadership - Race - Non-Hispanic or Latino - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--|-------|---------------------------|-------|--|---|-------------------|---------|
| MANAGEMENT COMMITTEE (or top firm governing committee) | | | | | | | |
| ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices) | | | | | | | |
| DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices) | | | | | | | |
| PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments) | | | | | | | |

| | | | | | | | |
|--|--|--|--|--|--|--|--|
| FIRM OFFICE LEADERS (local departmental or practice group) | | | | | | | |
| FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role) | | | | | | | |
| PARTNER COMMITTEE (decides entry into partnership) | | | | | | | |
| COMPENSATION COMMITTEE (decides attorney compensation) | | | | | | | |
| HIRING PARTNERS (final decision-making authority for new attorney hiring) | | | | | | | |

Firm Leadership - Race - Non-Hispanic or Latino - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--|-------|---------------------------|-------|--|---|-------------------|---------|
| MANAGEMENT COMMITTEE (or top firm governing committee) | | | | | | | |
| ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices) | | | | | | | |
| DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices) | | | | | | | |

| | | | | | | | |
|---|--|--|--|--|--|--|--|
| PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments) | | | | | | | |
| FIRM OFFICE LEADERS (local departmental or practice group) | | | | | | | |
| FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role) | | | | | | | |
| PARTNER COMMITTEE (decides entry into partnership) | | | | | | | |
| COMPENSATION COMMITTEE (decides attorney compensation) | | | | | | | |
| HIRING PARTNERS (final decision-making authority for new attorney hiring) | | | | | | | |

Firm Leadership - Race - Non-Hispanic or Latino - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--|-------|---------------------------|-------|--|---|-------------------|---------|
| MANAGEMENT COMMITTEE (or top firm governing committee) | | | | | | | |
| ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices) | | | | | | | |

| | | | | | | | |
|--|--|--|--|--|--|--|--|
| DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices) | | | | | | | |
| PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments) | | | | | | | |
| FIRM OFFICE LEADERS (local departmental or practice group) | | | | | | | |
| FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role) | | | | | | | |
| PARTNER COMMITTEE (decides entry into partnership) | | | | | | | |
| COMPENSATION COMMITTEE (decides attorney compensation) | | | | | | | |
| HIRING PARTNERS (final decision-making authority for new attorney hiring) | | | | | | | |

Firm Leadership - LGBTQIA - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--|-------|---------------------------|-------|--|---|-------------------|---------|
| MANAGEMENT COMMITTEE (or top firm governing committee) | | | | | | | |
| ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices) | | | | | | | |
| DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices) | | | | | | | |
| PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments) | | | | | | | |
| FIRM OFFICE LEADERS (local departmental or practice group) | | | | | | | |
| FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role) | | | | | | | |
| PARTNER COMMITTEE (decides entry into partnership) | | | | | | | |
| COMPENSATION COMMITTEE (decides attorney compensation) | | | | | | | |

| | | | | | | | |
|--|--|--|--|--|--|--|--|
| HIRING PARTNERS (final decision-making authority for new attorney hiring) | | | | | | | |
|--|--|--|--|--|--|--|--|

Firm Leadership - LGBTQIA - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--|-------|---------------------------|-------|--|---|-------------------|---------|
| MANAGEMENT COMMITTEE (or top firm governing committee) | | | | | | | |
| ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices) | | | | | | | |
| DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices) | | | | | | | |
| PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments) | | | | | | | |
| FIRM OFFICE LEADERS (local departmental or practice group) | | | | | | | |
| FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role) | | | | | | | |

| | | | | | | | |
|--|--|--|--|--|--|--|--|
| PARTNER COMMITTEE (decides entry into partnership) | | | | | | | |
| COMPENSATION COMMITTEE (decides attorney compensation) | | | | | | | |
| HIRING PARTNERS (final decision-making authority for new attorney hiring) | | | | | | | |

Firm Leadership - LGBTQIA - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--|-------|---------------------------|-------|--|---|-------------------|---------|
| MANAGEMENT COMMITTEE (or top firm governing committee) | | | | | | | |
| ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices) | | | | | | | |
| DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices) | | | | | | | |
| PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments) | | | | | | | |
| FIRM OFFICE LEADERS (local departmental or practice group) | | | | | | | |

| | | | | | | | |
|--|--|--|--|--|--|--|--|
| FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role) | | | | | | | |
| PARTNER COMMITTEE (decides entry into partnership) | | | | | | | |
| COMPENSATION COMMITTEE (decides attorney compensation) | | | | | | | |
| HIRING PARTNERS (final decision-making authority for new attorney hiring) | | | | | | | |

Firm Leadership - Disability(ies) - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--|-------|---------------------------|-------|--|---|-------------------|---------|
| MANAGEMENT COMMITTEE (or top firm governing committee) | | | | | | | |
| ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices) | | | | | | | |
| DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices) | | | | | | | |
| PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments) | | | | | | | |

| | | | | | | | |
|--|--|--|--|--|--|--|--|
| FIRM OFFICE LEADERS (local departmental or practice group) | | | | | | | |
| FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role) | | | | | | | |
| PARTNER COMMITTEE (decides entry into partnership) | | | | | | | |
| COMPENSATION COMMITTEE (decides attorney compensation) | | | | | | | |
| HIRING PARTNERS (final decision-making authority for new attorney hiring) | | | | | | | |

Firm Leadership - Disability(ies) - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--|-------|---------------------------|-------|--|---|-------------------|---------|
| MANAGEMENT COMMITTEE (or top firm governing committee) | | | | | | | |
| ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices) | | | | | | | |
| DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices) | | | | | | | |

| | | | | | | | |
|---|--|--|--|--|--|--|--|
| PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments) | | | | | | | |
| FIRM OFFICE LEADERS (local departmental or practice group) | | | | | | | |
| FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role) | | | | | | | |
| PARTNER COMMITTEE (decides entry into partnership) | | | | | | | |
| COMPENSATION COMMITTEE (decides attorney compensation) | | | | | | | |
| HIRING PARTNERS (final decision-making authority for new attorney hiring) | | | | | | | |

Firm Leadership - Disability(ies) - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--|-------|---------------------------|-------|--|---|-------------------|---------|
| MANAGEMENT COMMITTEE (or top firm governing committee) | | | | | | | |
| ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices) | | | | | | | |

| | | | | | | | |
|--|--|--|--|--|--|--|--|
| DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices) | | | | | | | |
| PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments) | | | | | | | |
| FIRM OFFICE LEADERS (local departmental or practice group) | | | | | | | |
| FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role) | | | | | | | |
| PARTNER COMMITTEE (decides entry into partnership) | | | | | | | |
| COMPENSATION COMMITTEE (decides attorney compensation) | | | | | | | |
| HIRING PARTNERS (final decision-making authority for new attorney hiring) | | | | | | | |

Demographic Information

Please provide the information sought in the chart below.

PROMOTIONS -

of NJ Based Attorneys who were promoted during the 1-year period ending December 31, 2022

Ethnicity - Did your firm employ any attorneys who identified as Hispanic or Latino who received promotions between January 1, 2022 and December 31, 2022?

Yes No

Promotions - Ethnicity - Hispanic or Latino

Please indicate the number of Hispanic or Latino attorneys within each job category who have received promotions who have identified their Race as reflected in each of the columns in the table below.

Promotions - Ethnicity - Hispanic or Latino - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|---------------------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| ASSOCIATE TO EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO NON-EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO COUNSEL | | | | | | | |

| | | | | | | | |
|-------------------------------|--|--|--|--|--|--|--|
| COUNSEL TO EQUITY PARTNER | | | | | | | |
| COUNSEL TO NON-EQUITY PARTNER | | | | | | | |

Promotions - Ethnicity - Hispanic or Latino - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|---------------------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| ASSOCIATE TO EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO NON-EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO COUNSEL | | | | | | | |
| COUNSEL TO EQUITY PARTNER | | | | | | | |
| COUNSEL TO NON-EQUITY PARTNER | | | | | | | |

Promotions - Ethnicity - Hispanic or Latino - Non-Binary

| White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|-------|---------------------------|-------|--|---|-------------------|---------|
|-------|---------------------------|-------|--|---|-------------------|---------|

| | | | | | | | |
|---------------------------------|--|--|--|--|--|--|--|
| ASSOCIATE TO EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO NON-EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO COUNSEL | | | | | | | |
| COUNSEL TO EQUITY PARTNER | | | | | | | |
| COUNSEL TO NON-EQUITY PARTNER | | | | | | | |

Race - Did your firm employ any attorneys who identified as non-Hispanic or Latino who received promotions between January 1, 2022 and December 31, 2022?

Yes No

Promotions - Race - Non-Hispanic or Latino

Please indicate the number of Non-Hispanic or -Latino attorneys within each job category who have received promotions who have identified their Race as reflected in each of the columns in the table below.

Promotions - Race - Non-Hispanic or Latino - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|-----------------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| ASSOCIATE TO EQUITY PARTNER | | | | | | | |

| | | | | | | | |
|---------------------------------|--|--|--|--|--|--|--|
| ASSOCIATE TO NON-EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO COUNSEL | | | | | | | |
| COUNSEL TO EQUITY PARTNER | | | | | | | |
| COUNSEL TO NON-EQUITY PARTNER | | | | | | | |

Promotions - Race - Non-Hispanic or Latino - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|---------------------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| ASSOCIATE TO EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO NON-EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO COUNSEL | | | | | | | |
| COUNSEL TO EQUITY PARTNER | | | | | | | |
| COUNSEL TO NON-EQUITY PARTNER | | | | | | | |

Promotions - Race - Non-Hispanic or Latino - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|---------------------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| ASSOCIATE TO EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO NON-EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO COUNSEL | | | | | | | |
| COUNSEL TO EQUITY PARTNER | | | | | | | |
| COUNSEL TO NON-EQUITY PARTNER | | | | | | | |

Promotions - LGBTQIA - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|---------------------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| ASSOCIATE TO EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO NON-EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO COUNSEL | | | | | | | |
| COUNSEL TO EQUITY PARTNER | | | | | | | |
| COUNSEL TO NON-EQUITY PARTNER | | | | | | | |

Promotions - LGBTQIA - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|---------------------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| ASSOCIATE TO EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO NON-EQUITY PARTNER | | | | | | | |

| | | | | | | | |
|-------------------------------|--|--|--|--|--|--|--|
| ASSOCIATE TO COUNSEL | | | | | | | |
| COUNSEL TO EQUITY PARTNER | | | | | | | |
| COUNSEL TO NON-EQUITY PARTNER | | | | | | | |

Promotions - LGBTQIA - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|---------------------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| ASSOCIATE TO EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO NON-EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO COUNSEL | | | | | | | |
| COUNSEL TO EQUITY PARTNER | | | | | | | |
| COUNSEL TO NON-EQUITY PARTNER | | | | | | | |

Promotions - Disability(ies) - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|---------------------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| ASSOCIATE TO EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO NON-EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO COUNSEL | | | | | | | |
| COUNSEL TO EQUITY PARTNER | | | | | | | |
| COUNSEL TO NON-EQUITY PARTNER | | | | | | | |

Promotions - Disability(ies) - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|---------------------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| ASSOCIATE TO EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO NON-EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO COUNSEL | | | | | | | |

| | | | | | | | |
|-------------------------------|--|--|--|--|--|--|--|
| COUNSEL TO EQUITY PARTNER | | | | | | | |
| COUNSEL TO NON-EQUITY PARTNER | | | | | | | |

Promotions - Disability(ies) - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|---------------------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| ASSOCIATE TO EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO NON-EQUITY PARTNER | | | | | | | |
| ASSOCIATE TO COUNSEL | | | | | | | |
| COUNSEL TO EQUITY PARTNER | | | | | | | |
| COUNSEL TO NON-EQUITY PARTNER | | | | | | | |

ATTRITION -

of NJ Based Attorneys whose employment with the firm ended during the 1-year period ending December 31, 2022.

Ethnicity - Did your firm employ any attorneys who identified as Hispanic or Latino whose employment with the firm ended between January 1, 2022 and December 31, 2022?

Yes No

Attrition - Ethnicity - Hispanic or Latino

Please indicate the number of Hispanic or Latino attorneys within each job category whose employment with the firm ended between January 1, 2022 and December 31, 2022 who have identified their Race as reflected in each of the columns in the table below.

Attrition - Ethnicity - Hispanic or Latino - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attrition - Ethnicity - Hispanic or Latino - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attrition - Ethnicity - Hispanic or Latino - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |

| | | | | | | |
|-----------|--|--|--|--|--|--|
| ASSOCIATE | | | | | | |
|-----------|--|--|--|--|--|--|

Ethnicity - Did your firm employ any attorneys who identified as non-Hispanic or Latino whose employment with the firm ended between January 1, 2022 and December 31, 2022?

Yes No

Attrition - Ethnicity - Hispanic or Latino

Please indicate the number of Hispanic or Latino attorneys within each job category whose employment with the firm ended between January 1, 2022 and December 31, 2022 who have identified their Race as reflected in each of the columns in the table below.

Attrition - Race - Non-Hispanic or Latino - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attrition - Race - Non-Hispanic or Latino - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attrition - Race - Non-Hispanic or Latino - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attrition - LGBTQIA - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attrition - LGBTQIA - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |

| | | | | | | | |
|-----------|--|--|--|--|--|--|--|
| ASSOCIATE | | | | | | | |
|-----------|--|--|--|--|--|--|--|

Attrition - LGBTQIA - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOP) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|--|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attrition - Disability(ies) - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOP) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|--|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |

| | | | | | | | |
|-----------|--|--|--|--|--|--|--|
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attrition - Disability(ies) - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Attrition - Disability(ies) - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |

| | | | | | | | |
|-------------------|--|--|--|--|--|--|--|
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

NEW HIRES -

of NJ Based Attorneys who were hired by the firm during the 1-year period ending December 31, 2022.

Ethnicity - Did your firm hire any attorneys who identified as Hispanic or Latino between January 1, 2022 and December 31, 2022?

Yes No

New Hires - Ethnicity - Hispanic or Latino

Please indicate the number of Hispanic or Latino attorneys within each job category who were hired between January 1, 2022 and December 31, 2022 who have identified their Race as reflected in each of the columns in the table below.

New Hires - Ethnicity - Hispanic or Latino - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

New Hires - Ethnicity - Hispanic or Latino - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

New Hires - Ethnicity - Hispanic or Latino - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Race - Did your firm hire any attorneys who identified as Non-Hispanic or Latino between January 1, 2022 and December 31, 2022?

Yes No

New Hires - Race - Hispanic or Latino

Please indicate the number of Non-Hispanic or -Latino attorneys within each job category who were hired between January 1, 2022 and December 31, 2022 who have identified their Race as reflected in each of the columns in the table below.

New Hires - Race - Non-Hispanic or Latino - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

New Hires - Race - Non-Hispanic or Latino - Female

| White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|-------|---------------------------|-------|--|---|-------------------|---------|
|-------|---------------------------|-------|--|---|-------------------|---------|

| | | | | | | | |
|--------------------|--|--|--|--|--|--|--|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

New Hires - Race - Non-Hispanic or Latino - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

New Hires - LGBTQIA - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

New Hires - LGBTQIA - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |

| | | | | | | | |
|-----------|--|--|--|--|--|--|--|
| ASSOCIATE | | | | | | | |
|-----------|--|--|--|--|--|--|--|

New Hires - LGBTQIA - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOP) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|--|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

New Hires - Disability(ies) - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOP) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|--|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |

| | | | | | | | |
|-----------|--|--|--|--|--|--|--|
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

New Hires - Disability(ies) - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

New Hires - Disability(ies) - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |

| | | | | | | | |
|-------------------|--|--|--|--|--|--|--|
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

PART-TIME ATTORNEYS -

of NJ Based Attorneys who regularly worked on a part-time schedule during the 1-year period ending December 31, 2022.

As of the Reporting Date, did your firm employ any part-time attorneys who identified as Hispanic or Latino?

Yes No

Part-Time Attorneys - Ethnicity - Hispanic or Latino

Please indicate the number of part-time Hispanic or Latino attorneys within each job category who have identified their Race as reflected in each of the columns in the table below.

Part Time Attorneys - Ethnicity - Hispanic or Latino - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Part Time Attorneys - Ethnicity - Hispanic or Latino - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Part Time Attorneys - Ethnicity - Hispanic or Latino - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Race - As of the Reporting Date, did your firm employ any part-time attorneys who identified as Non-Hispanic or Latino?

Yes No

Part-Time Attorneys - Race - Non-Hispanic or Latino

Please indicate the number of part-time Non-Hispanic or Latino attorneys within each job category who have identified their Race as reflected in each of the columns in the table below.

Part Time Attorneys - Race - Non-Hispanic or Latino - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOP) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|--|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Part Time Attorneys - Race - Non-Hispanic or Latino - Female

| White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOP) | Two or More Races | Unknown |
|-------|---------------------------|-------|--|--|-------------------|---------|
|-------|---------------------------|-------|--|--|-------------------|---------|

| | | | | | | | |
|--------------------|--|--|--|--|--|--|--|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Part Time Attorneys - Race - Non-Hispanic or Latino - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Part Time Attorneys - LGBTQIA - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Part Time Attorneys - LGBTQIA - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |

| | | | | | | | |
|-----------|--|--|--|--|--|--|--|
| ASSOCIATE | | | | | | | |
|-----------|--|--|--|--|--|--|--|

Part Time Attorneys - LGBTQIA - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOP) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|--|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Part Time Attorneys - Disability(ies) - Male

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOP) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|--|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |

| | | | | | | | |
|-----------|--|--|--|--|--|--|--|
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Part Time Attorneys - Disability(ies) - Female

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

Part Time Attorneys - Disability(ies) - Non-Binary

| | White | Black or African American | Asian | American Indian or Alaska Native (AI/AN) | Native Hawaiian or Other Pacific Islander (NHOPI) | Two or More Races | Unknown |
|--------------------|-------|---------------------------|-------|--|---|-------------------|---------|
| EQUITY PARTNER | | | | | | | |
| NON-EQUITY PARTNER | | | | | | | |

| | | | | | | | |
|-------------------|--|--|--|--|--|--|--|
| SENIOR COUNSEL | | | | | | | |
| COUNSEL | | | | | | | |
| ASSOCIATE | | | | | | | |

I certify that all of the information above is true and correct to the best of my understanding.*

Confirm

It is recommended that you save a draft of your work at this time. Creation of a Jotform account is unnecessary to save your work; click “Skip Create an Account” to save without doing so.

Entry of all information to this point completes your RFQ response. Clicking “submit” will finalize your submission, and you will receive an email with a PDF record of your submission. No further changes will be possible after you click “submit.”