

REQUEST FOR INVESTMENT BANKING PROPOSALS:
SENIOR MANAGER, CO-SENIOR MANAGER, AND CO-MANAGER

**Appointment to the
New Jersey Transportation Trust Fund Authority's
Transportation Program Bond
Fall 2023 Transaction**

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

Date Issued: Friday, July 7, 2023

**Responses due by 3:00 PM EST on
Friday, July 21, 2023**

**Elizabeth Maher Muoio
State Treasurer
State of New Jersey
Department of the Treasury**

REQUEST FOR INVESTMENT BANKING PROPOSALS: SENIOR MANAGER, CO-SENIOR MANAGER, AND CO-MANAGER

1. PURPOSE AND INTENT

The Treasurer of the State of New Jersey (the “State” or the “State Treasurer”) is soliciting proposals on behalf of the New Jersey Transportation Trust Fund Authority (the “Authority” or “TTFA”) from qualified firms interested in underwriting the Authority’s upcoming Transportation Program Bond new money transaction anticipated for Fall 2023. It is the State Treasurer’s policy directive, that whenever a competitive sale is not appropriate, to issue a request for proposals to investment banks on a transaction by transaction basis. Based on a review of the responses to this Request for Proposals (“RFP”), the State Treasurer and the Authority intend to select a Senior Manager. Firms that apply for Senior Manager, Co-Senior Manager, and Co-Manager will be considered for participation in the syndicate group when the syndicate is formed. Firms which apply for Senior Manager but are not selected will be considered for Co-Senior Manager or Co-Manager. All remaining firms, including those who have applied only for Co-Manager, will then be considered for the syndicate.

2. MINIMUM REQUIREMENTS

The selected underwriter(s) will work with the Department of the Treasury, the Authority, the Office of Attorney General and other professionals selected by the State and the Authority, for its Transportation Program Bond Fall 2023 transaction. The Senior Manager selected must be proficient in the items described below. The selected Co-Senior Managers (if any), and Co-Managers shall provide information and assistance upon request and shall act as members of the underwriting syndicate.

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

Note: Documentation

All documents and contractual arrangements will be governed by New Jersey Law and the form and substance of any agreement must be satisfactory to both Bond Counsel and the Office of the Attorney General.

3. REQUIRED COMPONENTS OF THE PROPOSAL

Each firm submitting a proposal must follow the RFP instructions in preparing and submitting its proposal. Each firm is advised to thoroughly read and follow all instructions. A proposal must contain all of the information in the order and format indicated below. All terms and conditions set forth in this RFP will be deemed to be incorporated by reference in their entirety into any response submitted by your firm. Firms interested in being selected for the Senior Manager or Co-

Senior position (if any) must respond to all questions provided below. Firms interested in being selected only as Co-Managers must respond to questions 3.1, 3.2 and 3.3.

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

- 3.1 In lieu of a cover letter, provide a one-page Executive Summary identifying and substantiating the basis of your contention that you are the firm best qualified to underwrite the transaction. Please state the position(s) (i.e., Senior Manager, Co-Senior Manager, or Co-Manager) for which you are applying. Also provide the name, title, business address, e-mail address, telephone number and fax number of the individual the State should contact regarding your proposal.
- 3.2 Provide a brief description of your firm, its ownership structure and its state/country of incorporation or formation. **Describe your firm's physical presence in the State of New Jersey**, including the number of offices, the number of employees and the type of business activity conducted in the State. Also, please describe the participation of women and minorities in your firm. Please indicate the percentage of your firm that is owned by women and minorities.
- 3.3 In **tabular** form, describe your firm's bond sales and distribution capabilities, including both retail and institutional sales. Include tables displaying the number of offices and sales professionals for both retail and institutional clients. Other/additional information relating to your firm's distribution network may be presented as well (additional information does not need to be in a table).
- 3.4 In **tabular** form to be included as an appendix, provide details (par amount, number of trades, issuer) of your firm's support of bonds of the State (including the TTFA and other State Authorities issuing State appropriation backed bonds in the secondary market) for the period beginning July 1, 2018 to date.
- 3.5 In **tabular** form, list all ideas that your firm has presented in writing to the Office of Public Finance or the Office of the State Treasurer **that have been implemented** (please include the implementation date) by the State for the period beginning July 1, 2018 to date. Do **not** include extraneous information.
- 3.6 For purposes of this RFP, assume the Authority will issue \$1 billion in new money bonds in November 2023 and that no additional new money bonds will need to be issued this State fiscal year. Please provide your proposal(s) for a financing structure. Explain how your proposed structure(s) fit into the current TTFA reauthorization and your marketing strategy for the bonds. Provide, as an appendix, all appropriate documents and schedules that support your idea(s).
- 3.7 Demonstrate that your firm possesses sufficient capital to serve as lead managing underwriter for the transactions proposed in 3.6.
- 3.8 In **tabular** form, list your proposed fees and expenses for this transaction, excluding fees and expenses of underwriter's counsel. Your fee must not be contingent on any specified syndicate policy. **Please note that the State and the Authority reserve the right to negotiate fees with responding firms as deemed in the best interests of the State and the Authority.**
- 3.9 List and describe the primary personnel that will be assigned to the proposed transaction. Please discuss in-depth all relevant experience they have with both the State and the Authority.
- 3.10 As an appendix, identify any existing or potential conflict of interest, or any relationships that might be considered a conflict of interest, that may affect or involve transactions for the State or the Authority, including but not limited to conflicts with financial advisors, law firms providing services to the State or the Authority and State employees or Authority employees.
- 3.11 As an appendix, describe any pending, concluded or threatened litigation, administrative proceedings or federal or state investigations or audits, subpoenas or other information requests of or involving your firm or the owners, principals or employees. Describe the nature and status of the matter and the resolution, if any.

3.12 As an appendix, provide a list of any sanctions or penalties brought against your firm or any of its personnel (including suspension or disbarment) by any regulatory or licensing agencies. Include a description of the reasons for the sanction or penalties and whether such sanctions or penalties are subject to appeal.

3.13 As an appendix, provide the last two G37 reports your firm has filed and if applicable, form G38t.

4. SUBMISISON OF THE PROPOSAL

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

Communications with representatives of the State or the Authority concerning this RFP, by you or on your behalf, are NOT permitted during the submission process (except as specified below). No telephone inquiries will be accepted. If you have questions or require clarification on any aspect of this RFP, please forward the request via email to: uwrfg.Responses@treas.nj.gov . Questions must be submitted by July 12, 2023. The State will post answers on the Office of Public Finance website at: http://www.state.nj.us/treasury/public_finance/ on or about July 17, 2023.

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

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

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

A copy of your proposal must be emailed no later than 3:00 PM EST on July 21, 2023 to: David K. Moore, Director, Office of Public Finance, State of New Jersey, at the following email addresses: betsy.davis@treas.nj.gov and uwrfg.Responses@treas.nj.gov

Proposals received after the time and date listed above will not be considered. Physical proposals will not be accepted.

New Jersey Open Public Records Act. Proposals can be released to the public pursuant to the New Jersey Open Public Records Act ("OPRA"), N.J.S.A. 47:1A-1 to 13, or the common law right to access, subject to any applicable exemptions contained therein. All information submitted by a firm in response to the RFP is considered public information notwithstanding any disclaimers to the contrary submitted by a responding firm. Proprietary and confidential information, and information which, if disclosed, would give an advantage to competitors or other bidders may be exempt from public disclosure by OPRA and/or the common law. The proposal will not be subject to public disclosure until a selection notice is posted on the Office of Public Finance website.

As part of its proposal, a firm may designate any data or materials it asserts are exempt from public disclosure under OPRA and/or the common law, explaining the basis for such assertion. The location in the proposal of any such designation should be clearly stated in a cover letter.

The State and the Authority reserve the right to make the determination as to what is proprietary or confidential, and/or information which, if disclosed, would give an advantage to competitors or other bidders, and will advise the responding firm accordingly. Any proprietary and/or confidential information, and information which, if disclosed, would give an advantage to competitors or other bidders in a proposal will be redacted by the State and the Authority. Neither the State nor the Authority will honor any attempt by a responding firm to designate its entire proposal and/or prices as proprietary, confidential, as information which, if disclosed, would give an advantage to competitors or bidders, and/or to claim copyright protection for its entire proposal. Copyright law does not prohibit access to a record which is otherwise available under OPRA. In the event of any challenge to the firm's assertion of confidentiality with which the State or the Authority does not concur, the firm shall be solely responsible for defending its designation, but in doing so, all costs and expenses associated therewith shall be the responsibility of the firm. The State and the Authority assume no such responsibility or liability.

5. SELECTION PROCESS

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

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

6. STATUTORY REQUIREMENTS

6.1 Chapter 51 and Executive Order No. 333 (Murphy 2023). In order to safeguard the integrity of State government procurement by imposing restrictions to insulate the negotiation and award of State contracts from political contributions that pose the risk of improper influence, purchase of access, or the appearance thereof, the Legislature enacted L. 2005, c. 51, as amended by L. 2023, c. 30 (codified at N.J.S.A. 19:44A-20.13 to -25) ("Chapter 51"). In addition, on June 15, 2023, Governor Murphy issued Executive Order No. 333, effective on June 15, 2023 ("EO 333") setting forth additional limitations on the ability of executive branch departments, agencies, authorities or independent State authorities to contract with a business entity which has made or solicited certain contributions.

Prospective bidders are advised that at the time of execution of the bond purchase agreement between the Authority and the winning bidder (the "Bond Purchase Agreement"), the winning bidder must be in compliance with Chapter 51 and EO 333.

To obtain the necessary forms and information on how to comply with Chapter 51 and EO 333, prospective bidders should access:

<https://www.nj.gov/treasury/purchase/forms.shtml#> and <https://www.nj.gov/treasury/purchase/execorder333.shtml>

Under Chapter 51 and EO 333, the Authority is not permitted, and will not enter into a Bond Purchase Agreement with a firm that is not in compliance with Chapter 51 and EO 333. The Authority will verify with the Division of Purchase and Property of the New Jersey Department of the Treasury as to whether the prospective bidders are compliant with Chapter 51 and EO 333. By submission of a bid, the winning bidder shall be deemed to have agreed to maintain its compliance with Chapter 51 and EO 333 during the term of the engagement. Failure to do so would constitute a default by the winning bidder.

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

If selected pursuant to this RFP, please also be advised of your firm's responsibility to file an annual disclosure statement on political contributions with the New Jersey Election Law Enforcement Commission (ELEC) pursuant to N.J.S.A.

19:44A-20.13 (L. 2005, c. 271, section 3) if your firm receives contracts in excess of \$50,000 from a public entity during a calendar year. It is your firm's responsibility to determine if filing is necessary. Failure to so file can result in the imposition of financial penalties by ELEC. Additional information about this requirement is available from ELEC at (888)313-3532 or www.elec.state.nj.us.

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

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

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

6.6. Certification with respect to Engagement in Prohibited Activities in Russia or Belarus. Pursuant to N.J.S.A. 52:32-60.1, the "person or entity" (as defined in N.J.S.A. 52:32-60.1(1)(e)) seeking to enter into or renew a contract for the provision of goods or services or the purchase of bonds or other obligations shall certify that it is not "engaging in prohibited activities in Russia or Belarus" (as such term is defined in N.J.S.A. 52:32-60.1(1)(e)). If the person or entity is unable to certify, the person or entity shall provide a detailed and precise description of such activities, with such description to be provided under penalty of perjury. The form of the certification to be delivered is available at <https://www.nj.gov/treasury/administration/pdf/DisclosureofProhibitedActivitiesinRussiaBelarus.pdf>. The Russia/Belarus Prohibited Activity Entity List is available at: <https://www.nj.gov/treasury/administration/pdf/RussiaBelarusEntityList.pdf>.