



COMMONWEALTH OF PENNSYLVANIA
GOVERNOR'S OFFICE OF GENERAL COUNSEL

June 21, 2023

Martha (Frannie) Reilly, Esquire
McNees Wallace & Nurick LLC
426 W. Lancaster Avenue, Suite 110
Devon, Pennsylvania 19333
[REDACTED]

RE: RFP OGC-2023-05
Pennsylvania Department of Treasury, Pennsylvania Auditor General, Office of
the Budget
Project: General Obligation Bond Counsel

Dear Ms. Reilly:

After evaluation of your proposal in response to RFP #OGC-2023-05 General Obligation Bond Counsel RFP, by the Office of General Counsel (“OGC”), I hereby appoint your firm, McNees Wallace & Nurick LLC, the firm (“Firm”) to represent the Commonwealth of Pennsylvania, specifically the Pennsylvania Department of Treasury, Pennsylvania Auditor General and Office of the Budget, in the above-referenced matter. As per the terms of the contract, your firm will be subcontracting with Gosfield Law LLC and the Law Office of Nathaniel M. Holmes LLC throughout the duration of this engagement. This appointment will be governed by all terms and conditions of the Contract for Legal Services which will be routed for execution.

This letter sets forth: (1) information regarding the proposed engagement; (2) specific scope of work to be performed; and (3) compensation to be paid for these services.

1. Information regarding the proposed engagement

The purpose of this appointment is for the Firm to serve as bond counsel for the Commonwealth of Pennsylvania’s sale of approximately \$1 billion of general obligation bonds to fund capital projects authorized by the Capital Facilities Debt Enabling Act and various Capital Project Itemization Acts.

Please review the above-described information carefully to ensure there are no conflicts of interest posed in the proposed representation of the Commonwealth of Pennsylvania in connection with providing legal services. Should you require additional information to evaluate

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any potential conflicts prior to your acceptance of this appointment, please contact Derek Riker, Deputy Chief of Staff at [REDACTED]

2. Scope of Services

The Law Firm shall:

- Serve as bond counsel for the Commonwealth's anticipated sale of General Obligation Bonds in the late summer/early fall of 2023 ("the Bond Issue").
- Provide legal services pertaining to the anticipated Bond Issue including opining on the validity of the debt issuance; the extent to which the bond is exempt from federal income and other taxation; and the satisfaction of all other legal requirements relevant to the Bond Issue.

The General Counsel reserves the right to represent the Commonwealth in any specific claims and determinations as she, in her sole judgment, might determine.

3. Compensation

It is agreed upon by the Firm and all parties to this agreement consistent with its proposal for this engagement that the Firm shall be paid a flat fee of \$24,000.00.

Upon your review of the proposed assignment, the scope of work, and the compensation, should the Firm be willing to accept this assignment, please execute this letter as indicated below and return the correspondence via email to ogc-outsidecounsel@pa.gov, along with copies to the Issuing Officer, Jordan Kiessling at [REDACTED] and Brian D. Zweiacher, Chief Counsel, Office of the Budget at [REDACTED]. By signature hereto, you acknowledge that the Firm has completed a conflict-of-interest analysis and identified nothing to be reported prior to the acceptance of work on behalf of the Governor's Office of General Counsel. Should a conflict or potential conflict be identified at any time during the term of this engagement, the Firm is under a continuing obligation to disclose such matter, in writing, to the Governor's Office of General Counsel in accordance with OGC's Conflict Waiver Procedure. Failure to sign and return your Firm's appointment letter within thirty (30) days will result in your Firm being dropped from this engagement.

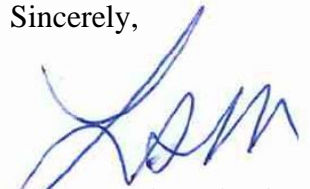
Due to the urgent need for legal services, approval has been granted for the Firm to begin work immediately. We look forward to working with you on these important matters for the Commonwealth of Pennsylvania.

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Sincerely,

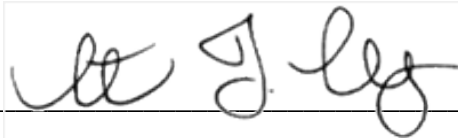


LAURIE A. MALONE

Chief of Staff to the General Counsel

Accepted on Behalf of the Firm:

By:



6/21/2023

Date

Member

(Title)

cc: Theron R. Perez, First Deputy General Counsel, Governor's Office of General Counsel
Derek Riker, Deputy Chief of Staff, Governor's Office of General Counsel
Brian D. Zweiacher, Chief Counsel, Office of the Budget
Andrea Gosfield, Esquire, Gosfield Law LLC
Nathaniel M. Holmes, Esquire, Law Office of Nathaniel M. Holmes LLC
Jordan M. Kiessling, Senior Legal Analyst, Governor's Office of General Counsel
Alicia C. Rizzi, Legal Office Administrator, Governor's Office of General Counsel