



COMMONWEALTH OF PENNSYLVANIA
GOVERNOR'S OFFICE OF GENERAL COUNSEL

July 8, 2024

Stephen Fogdall, Esquire
Dilworth Paxson LLP
1500 Market Street, Suite 3500E
Philadelphia, Pennsylvania 19102
[REDACTED]

RE: RFP OGC-2024-07
Pennsylvania Municipal Retirement System ("PMRS")
Project: Tax Counsel Services

Dear Mr. Fogdall:

After evaluation of your proposal in response to RFP #OGC-2024-07 Tax Counsel RFP, by the Office of General Counsel ("OGC"), I hereby appoint your firm, Dilworth Paxson LLP, the firm ("Firm") to represent the Commonwealth of Pennsylvania and PMRS, in the above-referenced matter. 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 provide sophisticated legal advice to PMRS on federal tax and benefit issues and international tax matters related to PMRS' investments on an as needed basis.

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 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 will provide advice and counsel relating to IRS Tax Qualification Counsel for pension plans, including, but not limited to:

- A.** Advise PMRS on compliance with all tax qualification requirements pursuant to the Internal Revenue Code.
- B.** Provide sophisticated legal advice on federal tax and benefit issues and international tax matters related to PMRS' investments.
- C.** Provide specific, written recommendations and strategies to achieve and maintain the qualified status of the PMRS plans (collectively, hereinafter, referred to as the "Plans"), including but not limited to, written recommendations on amendments to PMRS' respective plan documents including statutes, policies, and procedures, to ensure the Plans are in full compliance with the Internal Revenue Code qualification criteria.
- D.** Advise PMRS concerning technical compliance of plan documents, including state laws, rules, administrative policies, and procedures for the Plans administered by PMRS to achieve and maintain the qualified status of the Plans.
- E.** Advise PMRS concerning the operational compliance of Plans to maintain the qualified status of the Plans administered by PMRS.
- F.** Advise PMRS on tax compliance matters related to the PMRS defined benefit and cash balance plans.
- G.** Prepare and file documents with the Internal Revenue Service ("IRS"), or other regulatory bodies, on behalf of the Plans.
- H.** Represent PMRS before the IRS or other regulatory bodies as needed.
- I.** Present legal opinions concerning the reporting and taxation of qualified benefits and investment transactions including obtaining necessary opinions, private letter rulings, and other documents from the IRS, or other state, or federal regulatory, or governing bodies as requested by PMRS.
- J.** Advise and provide legal analysis to PMRS on proposed Commonwealth legislation that may have tax implications to PMRS or their members.
- K.** Advise and provide legal analysis to PMRS on participating in the IRS' Employee Plans Compliance Resolution System (EPCRS), including self-correction.

The General Counsel reserves the right to make any assignment as she may deem necessary or desirable, in her judgment, for all aspects of, or roles within the scope of, this RFP.

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 at the following rates: Partners will be billed at a

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rate of \$300.00 per hour; Associates will be billed at a rate of \$225.00 per hour; Paralegals will be billed at a rate of \$125.00 per hour.

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 to PMRS at [REDACTED]. By signature hereto, you are acknowledging 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 this important matter for the Commonwealth of Pennsylvania.

Sincerely,



LAURIE A. MALONE

Chief of Staff to the General Counsel

Accepted on Behalf of the Firm:

By:  7/9/2024
Date

Partner

(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, Pennsylvania Municipal Retirement System
Jordan M. Kiessling, Senior Legal Analyst, Governor's Office of General Counsel
Alicia C. Rizzi, Legal Office Administrator, Governor's Office of General Counsel