



COMMONWEALTH OF PENNSYLVANIA
GOVERNOR'S OFFICE OF GENERAL COUNSEL

July 30, 2024

Keith A. Clark, Esquire
Shumaker Williams, PC
3425 Simpson Ferry Road
Camp Hill, Pennsylvania 17011
[REDACTED]

RE: RFP OGC-2024-11
Pennsylvania Department of Transportation ("PennDOT")
Project: Standing Counsel

Dear Mr. Clark:

After evaluation of your proposal in response to RFP #OGC-2024-11 Standing Counsel RFP, by the Office of General Counsel ("OGC"), I hereby appoint your firm, Shumaker Williams, PC, the firm ("Firm") to represent the Commonwealth of Pennsylvania and PennDOT, 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 satisfy a need for standing counsel for the Pennsylvania Tourism Signing Trust ("PTST").

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 Offeror shall represent the PTST in matters related to the Trust, including, but not limited to:

- Being on call to the PTST Administrator, Business Manager, engineers, accountants and Trustees to provide legal advice as needed.
- Participating in periodic meetings with the PTST Administrator and other professional advisors of the PTST.
- Participating in the PTST Administrator and Business Manager RFPs, construction contracting process and procurement processes as needed.
- Revising the PTST Agreement as needed.
- Assisting PennDOT Office of Chief Counsel with participant signing appeals.
- Attendance of the bi-monthly meetings of the PTST, which are expected to average no more than three hours in length and include a regular and executive session. It is anticipated that three of the bi-monthly meetings will be in-person and three will be held virtually each year. The in-person meetings will be held at the PTST office located at 2300 Vartan Way, Suite 275 Harrisburg, PA 17110. *** Travel time for any in-person meeting will not be reimbursed. It is anticipated that the only in-person meetings will be the bi-monthly meetings. ***
- Participate in bi-monthly telephone calls with the PTST Administrator, Business Manager and PennDOT prior to the in-person bi-monthly meetings.
- Prepare meeting minutes of the regular sessions of the bi-monthly PTST meetings and provide to the PTST Administrator within fifteen working days (excluding holidays) of the meeting date. Minutes will be reviewed during bi-monthly telephone calls and then finalized and distributed to the Trustees.
- Publish Pennsylvania Sunshine Act notices as required.
- Representing the Trust in any civil litigation that may arise (note that, since its inception, the Trust has not been a party to any lawsuits other than administrative appeals that are handled by PennDOT's Office of Chief Counsel).

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: Lead Attorneys will be billed at a rate of \$485.00 per hour; Secondary Attorneys will be billed at a rate of \$450.00 per hour;

Keith A. Clark, Esquire
July 30, 2024
Page 3 of 3

Litigation Attorneys will be billed at a rate of \$395.00 per hour; Associate Attorneys will be billed at a rate of \$290.00 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 Jeffrey M. Spotts, Chief Counsel to PennDOT 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: Keith A. Clark 8/22/24
Date
Chairman
(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
Kelly K. Smith, Deputy General Counsel, Governor's Office of General Counsel
Jeffrey M. Spotts, Chief Counsel, Pennsylvania Department of Transportation
Jordan M. Kiessling, Senior Legal Analyst, Governor's Office of General Counsel
Alicia C. Rizzi, Legal Office Administrator, Governor's Office of General Counsel