



COMMONWEALTH OF PENNSYLVANIA  
GOVERNOR'S OFFICE OF GENERAL COUNSEL

December 20, 2024

Patrick Cantilo, Esquire  
Cantilo & Bennett, L.L.P.  
11401 Century Oaks Terrace  
Suite 300  
Austin, Texas 78758

RE: RFP OGC-2024-19  
Pennsylvania Insurance Department ("Insurance")  
Project: Insurance Law – Solvency/RBC Counsel

Dear Mr. Cantilo:

After evaluation of your proposal in response to RFP #OGC-2024-19 Insurance Law – Solvency/RBC Counsel RFP, by the Office of General Counsel ("OGC") on behalf of the Pennsylvania Insurance Department ("Insurance"), I hereby appoint your firm Cantilo & Bennett, L.L.P., one of the Firms ("Firms") to represent the Commonwealth of Pennsylvania and Insurance, 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 Pennsylvania Insurance Department, Office of Corporate and Financial Regulation ("OCFR") has identified a need for legal services with respect to the evaluation, examination and oversight of the financial condition of insurance companies under the Suspension of Business – Involuntary Dissolutions Law (Article V of The Insurance Department Act – 40 P.S. §§ 221.1-221.63), the Risk-Based Capital Statutes (Articles V-A and V-B of The Insurance Department Act – 40 P.S. §§ 221.1-A – 221.15-A, 40 P.S. §§ 221.1-B – 221.15-B), the Examinations Law (Article IX of The Insurance Department Act – 40 P.S. §§ 323.1-323.8), Insurance Holding Companies Law (Article XIV of The Insurance Company Law – 40 P.S. §§ 991.1401 – 991.1414), Risk Management and Own Risk Solvency Assessment Law (Article XXVI of The Insurance Company Law - 40 P.S. §§ 991.2601 – 991.2610) and Corporate Governance Annual Disclosure Law (40 Pa.C.S. §§ 3901 – 3911). With respect to the Risk-Based Capital Statutes, this engagement may include review of RBC Plans or revised RBC Plans, examination or analysis of the assets, liabilities and operations of troubled insurance companies, formulation of a Corrective Order, handling related litigation and provision of legal advice. With respect to the Examination Law, this engagement may include acting as an examiner, handling related litigation and the provision of legal advice. The scope of engagement may also include could include seeking an administrative declaration of insolvency and



prosecuting a petition for liquidation before the Commonwealth Court (both likely contested) or advising the Commissioner as adjudicator in administrative matters. This engagement may include other general work as designated by the Chief Counsel of Insurance, the OCFR and the Office of General Counsel.

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

Subject to modification from time to time at the direction of the General Counsel, the Chief Counsel of the Pennsylvania Insurance Department, or the OCFR, the Offeror shall represent the Pennsylvania Insurance Department as set forth below.

- a.) The Offeror shall represent the Pennsylvania Insurance Department in matters relating to the financial condition of insurance companies under the Suspension of Business – Involuntary Dissolutions Law (Article V of The Insurance Department Act – 40 P.S. §§ 221.1-221.63), the Risk-Based Capital Statutes (Articles V-A and V-B of The Insurance Department Act – 40 P.S. §§ 221.1-A – 221.15-A, 40 P.S. §§ 221.1-B – 221.15-B), the Examinations Law (Article IX of The Insurance Department Act – 40 P.S. §§ 323.1-323.8), Insurance Holding Companies Act (Article XIV of The Insurance Company Law – 40 P.S. §§ 991.1401 – 991.1414), Risk Management and Own Risk Solvency Assessment Law (Article XXVI of The Insurance Company Law - 40 P.S. §§ 991.2601 – 991.2610) and Corporate Governance Annual Disclosure Law (40 Pa.C.S. §§ 3901 – 3911), including but not limited to:
- i. Review of RBC Plans and any revised RBC Plans;
  - ii. Financial Examination or analysis of the assets, liabilities and operations of particular insurance companies;
  - iii. Formulation of Corrective Orders;
  - iv. Acting as an Examiner;
  - v. Handling Related Litigation;
  - vi. Providing legal advice.

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.

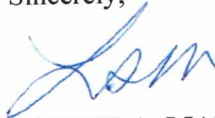
3. Compensation

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 for year 1: Lead Partners will be billed at a rate of \$650.00 per hour; Senior Partners will be billed at a rate of \$525.00 per hour; Other Partner 1 will be billed at a rate of \$475.00 per hour; Other Partner 2 will be billed at a rate of \$400.00 per hour; Associates will be billed at a rate of \$250.00 per hour; Legal Assistants will be billed at a rate of \$175.00 per hour; Support Staff will be billed at a rate of \$75.00 per hour; Law Clerks will be billed at a rate of \$115.00 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](mailto:ogc-outsidecounsel@pa.gov), along with copies to the Issuing Officer, Jordan Kiessling at [REDACTED] and Kimberly Sheaffer, Legal Office Administrator, PA Insurance Department 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 these important matters for the Commonwealth of Pennsylvania.

Sincerely,



**LAURIE A. MALONE**

Chief of Staff to the General Counsel

Accepted on Behalf of the Firm:

By: Patrick H. Cantilo December 23, 2024  
Date  
PATRICK H. CANTILO  
MANAGING 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  
Sean P. Brennan, Deputy General Counsel, Governor's Office of General Counsel  
Kathryn McDermott Speaks, Chief Counsel, PA Insurance Department  
Jordan M. Kiessling, Senior Legal Analyst, Governor's Office of General Counsel  
Alicia C. Rizzi, Legal Office Administrator, Governor's Office of General Counsel  
Kimberly M. Sheaffer, Legal Office Administrator, PA Insurance Department



**COMMONWEALTH OF PENNSYLVANIA  
GOVERNOR'S OFFICE OF GENERAL COUNSEL**

December 20, 2024

Danielle Banks, Esquire  
Stradley Ronon Stevens & Young, LLP  
2005 Market Street, Suite 2600  
Philadelphia, Pennsylvania 19103  
[REDACTED]

RE: RFP OGC-2024-19  
Pennsylvania Insurance Department (“Insurance”)  
Project: Insurance Law – Solvency/RBC Counsel

Dear Ms. Banks:

After evaluation of your proposal in response to RFP #OGC-2024-19 Insurance Law – Solvency/RBC Counsel RFP, by the Office of General Counsel (“OGC”) on behalf of the Pennsylvania Insurance Department (“Insurance”), I hereby appoint your firm Stradley Ronon Stevens & Young, LLP, one of the Firms (“Firms”) to represent the Commonwealth of Pennsylvania and Insurance, 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

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the Commissioner as adjudicator in administrative matters. This engagement may include other general work as designated by the Chief Counsel of Insurance, the OCFR and the Office of General Counsel.

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

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- a.) The Offeror shall represent the Pennsylvania Insurance Department in matters relating to the financial condition of insurance companies under the Suspension of Business – Involuntary Dissolutions Law (Article V of The Insurance Department Act – 40 P.S. §§ 221.1-221.63), the Risk-Based Capital Statutes (Articles V-A and V-B of The Insurance Department Act – 40 P.S. §§ 221.1-A – 221.15-A, 40 P.S. §§ 221.1-B – 221.15-B), the Examinations Law (Article IX of The Insurance Department Act – 40 P.S. §§ 323.1-323.8), Insurance Holding Companies Act (Article XIV of The Insurance Company Law – 40 P.S. §§ 991.1401 – 991.1414), Risk Management and Own Risk Solvency Assessment Law (Article XXVI of The Insurance Company Law - 40 P.S. §§ 991.2601 – 991.2610) and Corporate Governance Annual Disclosure Law (40 Pa.C.S. §§ 3901 – 3911), including but not limited to:
- i. Review of RBC Plans and any revised RBC Plans;
  - ii. Financial Examination or analysis of the assets, liabilities and operations of particular insurance companies;
  - iii. Formulation of Corrective Orders;
  - iv. Acting as an Examiner;
  - v. Handling Related Litigation;
  - vi. Providing legal advice.

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 for year 1: Partners will be billed at a rate of \$580.00 per hour; Counsel will be billed at a rate of \$490.00 per hour; Associates will be billed at a rate of \$410.00 per hour; Paralegals will be billed at a rate of \$175.00 per hour. The Firm shall be paid at the following rates for year 2: Partners will be billed at a rate of \$615.00 per hour; Counsel will be billed at a rate of \$525.00 per hour; Associates will be billed at a rate of \$430.00 per hour; Paralegals will be billed at a rate of \$190.00 per hour. The Firm shall be paid at the following rates for year 3: Partners will be billed at a rate of \$645.00 per hour; Counsel will be billed at a rate of \$550.00 per hour; Associates will be billed at a rate of \$450.00 per hour; Paralegals will be billed at a rate of \$210.00 per hour.

Danielle Banks, Esquire

December 20, 2024

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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](mailto:ogc-outsidecounsel@pa.gov), along with copies to the Issuing Officer, Jordan Kiessling at [REDACTED] and Kimberly Sheaffer, Legal Office Administrator, PA Insurance Department 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 these important matters for the Commonwealth of Pennsylvania.

Sincerely,



**LAURIE A. MALONE**

Chief of Staff to the General Counsel

Accepted on Behalf of the Firm:

By: 

December 30, 2024

Danielle Banks

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  
Sean P. Brennan, Deputy General Counsel, Governor's Office of General Counsel  
Kathryn McDermott Speaks, Chief Counsel, PA Insurance Department  
Jordan M. Kiessling, Senior Legal Analyst, Governor's Office of General Counsel  
Alicia C. Rizzi, Legal Office Administrator, Governor's Office of General Counsel  
Kimberly M. Sheaffer, Legal Office Administrator, PA Insurance Department