



COMMONWEALTH OF PENNSYLVANIA
GOVERNOR'S OFFICE OF GENERAL COUNSEL

October 30, 2024

Lisa A. Chiesa, Esquire
Clark Hill PLC
One Oxford Centre
301 Grant Street, 14th Floor
Pittsburgh, Pennsylvania 15219
[REDACTED]

RE: RFP OGC-2024-13
Pennsylvania State System of Higher Education ("State System")
Project: Employee Benefits Counsel

Dear Ms. Chiesa:

After evaluation of your proposal in response to RFP #OGC-2024-13 Employee Benefits Counsel, by the Office of General Counsel ("OGC"), I hereby appoint your firm, Clark Hill PLC, the firm ("Firm") to represent the Commonwealth of Pennsylvania and the State System, in the above-referenced matter. As per the terms of the contract, your firm will be subcontracting with the Law Office of Nathaniel M. Holmes LLC at 14% of the contract value, 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 satisfy a need for employee benefits 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

In this appointment, the Firm will provide guidance regarding application of laws and regulations on employee benefit programs, including payroll, benefits and employer/employee taxation issues.

The services include:

- (1) Advice and assistance regarding the potential impact of remote employment (either full or part-remote) on payroll taxation, workers' compensation, and/or unemployment and on benefits provided for employees located outside of Pennsylvania or the United States.
- (2) Advice and assistance regarding payroll taxation issues.
- (3) Advice and assistance regarding employee benefit issues (including, but not limited to, opinions, interpretations and counsel concerning employee retirement plans) under applicable federal laws, regulations, and administrative guidance.
- (4) Representing universities and/or the State System in the areas outlined above, and related matters, before the relevant agencies and tribunals.

The Firm may at any time, be called upon to provide specific services to the State System based on specific need, capacity, qualification, or such other circumstances as the State System shall determine. This engagement may include other general work as designated by the Chief Counsel of the State System or the Governor's Office of General Counsel.

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: Year 1: Members and Senior Counsel will be billed at a rate of \$365.00 per hour and Associates will be billed at a rate of \$300.00 per hour; Year 2: Members and Senior Counsel will be billed at a rate of \$380.00 per hour and Associates will be billed at a rate of \$315.00 per hour; Year 3: Members and Senior Counsel will be billed at a rate of \$395.00 per hour and Associates will be billed at a rate of \$325.00 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 original by mail to the Pennsylvania State System of Higher Education, Office of Chief Counsel, 2300 Vartan Way, Suite 207, Harrisburg, PA, 17110, Attn: Karen Romano, Chief Counsel, along with copies via email to ogc-outsidecounsel@pa.gov, and the Issuing Officer, Jordan M. Kiessling 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

Lisa A. Chiesa, Esquire

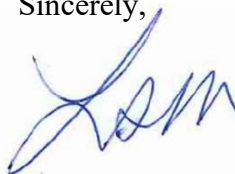
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or potential conflict be identified at any time during the term of this engagement, the Firm is under a continuing obligation to disclose such matter, in writing, to the Governor's Office of General Counsel in accordance with OGC's Conflict Waiver 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:  10/31/2024
Date

Attorney

(Title)

cc: Theron R. Perez, First Deputy General Counsel, Office of General Counsel
Derek Riker, Deputy Chief of Staff, Office of General Counsel
Alaina C. Koltash, Deputy General Counsel, Office of General Counsel
Karen Romano, Chief Counsel, PA State System of Higher Education
Nathaniel M. Holmes, Esquire, Law Office of Nathaniel M. Holmes, LLC
Jordan M. Kiessling, Senior Legal Analyst, Office of General Counsel
Alicia C. Rizzi, Legal Office Administrator, Office of General Counsel