



COMMONWEALTH OF PENNSYLVANIA
GOVERNOR'S OFFICE OF GENERAL COUNSEL

January 29, 2025

Wadud Ahmad, Esquire
Ahmad Zaffarese LLC
One South Broad Street, Suite 1910
Philadelphia, Pennsylvania 19107
[REDACTED]

RE: RFP OGC-2024-20
Pennsylvania State System of Higher Education ("State System")
Project: Bond Counsel Services

Dear Mr. Wadud:

After evaluation of your proposal in response to RFP #OGC-2024-20 Bond Counsel Services, by the Office of General Counsel ("OGC"), I hereby appoint your firm, Ahmad Zaffarese LLC, the firm ("Firm") to represent the Commonwealth of Pennsylvania and the State System, 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 through the State System 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 legal counsel relating to bond counsel matters.

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]

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2. Scope of Services

In this appointment, the Firm shall represent the Commonwealth, specifically the State System, as bond counsel to handle bond-related issues, specific tax and compliance issues, and to be prequalified to provide quotes for legal services associated with bond issuances.

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.

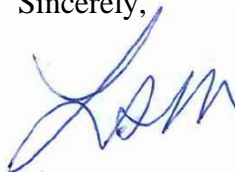
3. Compensation

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: Partners will be billed at a rate of \$300.00 per hour; Associates will be billed at a rate of \$250.00 per hour; and Paralegals and Administrative Staff 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 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 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

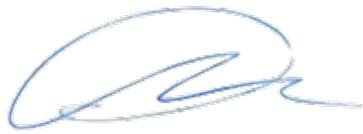
Chief of Staff to the General Counsel

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Accepted on Behalf of the Firm:

By:  _____ 01/30/2025
Date

Wadud Ahmad, President

(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
Jordan M. Kiessling, Senior Legal Analyst, Office of General Counsel
Alicia C. Rizzi, Legal Office Administrator, Office of General Counsel
Jocie Winterborne, Staff Assistant, PA State System of Higher Education