



COMMONWEALTH OF PENNSYLVANIA
GOVERNOR'S OFFICE OF GENERAL COUNSEL

February 18, 2025

Stephen Fogdall, Esquire
Dilworth Paxson LLP
1650 Market Street, Suite 1200
Philadelphia, Pennsylvania 19103
[REDACTED]

RE: RFP OGC-2025-01
Office of the Budget ("OB")
Project: Standing Tax Counsel

Dear Mr. Fogdall:

After evaluation of your proposal in response to RFP #OGC-2025-01 Standing Tax Counsel, 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 OB, 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 OB 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 represent OB in matters relating generally to tax advice, financing advice and general legal advice and 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

The Firm shall represent the Commonwealth of Pennsylvania, acting by and through the General Counsel, her designee or OB, in matters relating generally to tax advice, financing advice and general legal advice and counsel.

The Firm shall make itself available, from time-to-time and at the sole discretion of the General Counsel or her designee, to advise and counsel the Commonwealth on general tax advice, financing advice, and general legal advice and counsel regarding the use of the tax-exempt proceeds of General Obligation bonds or the use of revenue bond proceeds issued by the Commonwealth or its authorities; excluding, however, advice and counsel regarding (i) the issuance of any General Obligation bond series of general obligation bonds or (ii) bond disclosure counsel.

The types of services include but are not limited to advice on matters related to:

- a) Capital budget process as it relates to expenditures of bond proceeds;
- b) The acceptance, expenditure use, handling of bond proceeds and Commonwealth general bond issuances or the proceeds of revenue bonds; and
- c) Matters involving Section 103 of the Internal Revenue Code.

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 rate of \$425.00 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 Zweiacher, Chief Counsel, Office of the Budget 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 may result in your Firm being dropped from this engagement.

Stephen Fogdall, Esquire

February 18, 2025

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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:  2/19/2025
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, Office of the Budget
Matthew I. Whitehorn, Esquire, Dilworth Paxson LLP
Jordan M. Kiessling, Senior Legal Analyst, Governor's Office of General Counsel
Alicia C. Rizzi, Legal Office Administrator, Governor's Office of General Counsel