

REQUEST FOR PROPOSALS

LEGAL SERVICES

Relating to State of Illinois Bond Programs

Including Pension, General Obligation and Build Illinois Bonding

And

Special Projects Involving Asset Securitization and Other State Debt Management Initiatives

Issued by

THE STATE OF ILLINOIS

Executive Office of the Governor
Governor's Office of Management and Budget

April 21, 2007

PROPOSAL DUE BY 5:00 PM (CDT) May 7, 2007

Proposal Responses should be addressed and directed to:

Kevin J. Connor
General Counsel
Governor's Office of Management and Budget
603 Stratton Building
Springfield, Illinois 62706

(Note also electronic delivery address herein)

**REQUEST FOR PROPOSALS ("RFP") TO PROVIDE LEGAL SERVICES
FOR STATE OF ILLINOIS DEBT ISSUANCE, MANAGEMENT & SPECIAL PROJECTS**

I. INTRODUCTION AND GENERAL INFORMATION

The State of Illinois through the Governor's Office of Management and Budget (The "State" and "GOMB" respectively) is requesting proposals to provide legal advisory services in connection with the issuance of several series of State of Illinois taxable and/or tax-exempt Pension Obligation Bonds ("POBs"), General Obligation ("GO") Bonds, Build Illinois ("BI") (Sales Tax Revenue) Bonds, other Revenue Bonds, GO Certificates, Interest Rate Exchange Agreements, Asset Securitizations and other financial transactions.

This RFP applies to services related to any such bonds proposed to be issued and debt and asset management initiatives, including those described in Section III-3 below, as may be undertaken by the State through June 30, 2009. The State may, at its option, extend this RFP for up to two one-year extensions, subject to any early termination of services by the State of one or more firms or substitutions of firms selected under this RFP. The State intends to select bond counsel and co-bond counsel (if any) for each debt sale program and transaction and to develop a list of firms seeking to act as issuer's counsel, underwriters' counsel and transaction and/or tax counsel. This RFP may also be applied to other types of debt which the State may issue and other types of financial arrangements into which the State may enter, and the State may issue additional RFP's for these and other services during this time period or choose to procure such services using alternative means.

Respondents are encouraged to review the following statutes and policies governing the issuance of State debt.

- 30 ILCS 330 - General Obligation and Pension Obligation Bonds
- 30 ILCS 425 - Build Illinois Sales Tax Revenue Bonds
- 30 ILCS 340 - General Obligation Certificates (Short Term Borrowing Act)

Information regarding the State's bond authorization (the Bond Acts) may be found at www.ilga.gov.

Additional requirements specific to this RFP include: (i) the certification by all legal team participants of compliance with all applicable State law, including specifically and without limitation, the provisions of the Illinois Procurement Code (the "Procurement Code"), (30 ILCS 500) and all State procurement and contractor ethics - related rules, regulations, policies and procedures. Respondents are specifically and without limitation, prohibited from providing or agreeing to provide, whether, directly or indirectly, payment to any person who is not an affiliated person for a solicitation of business on behalf of such respondent; (ii) the public disclosure of all fees paid to and the MBE/WBE/DBE status of all service providers; (iii) the acceptance and fulfillment of Business Enterprise Program (BEP) utilization goals as set forth herein and the certification by all legal team participants of compliance with all provisions of the Business Enterprise for Minorities, Females, and Persons with Disabilities Act at 30 ILCS 575; and, (iv) the acceptance of such other terms and conditions as GOMB may impose in its discretion from time to time.

GOMB has and continues to encourage regional, minority-owned, and woman-owned firms, as well as firms owned by persons with disabilities to apply for all roles including senior legal counsel roles in the State's bond financings and transactions, and will continually support and monitor performance and inclusivity in all matters to which the terms of this RFP apply in furtherance of these objectives. **Accordingly, this RFP includes a specific BEP utilization goal of 19% based on the availability of certified vendors to perform the anticipated direct subcontracting opportunities of the contract.**

GOMB will review the qualifications and technical responses of proposing firms and select service providers from qualified respondents to this RFP based upon specific expertise with State issues and the qualifications of advisory staff proposed to be assigned to the State to serve in one or more of five capacities:

1. As legal advisor for the issuance of POBs.
2. As legal advisor for the issuance of one or more series of other authorized obligations, including without limitation, GO and BI Bonds and GO Certificates.
3. As legal advisor in a related services capacity in matters, including without limitation, asset securitization, valuation of revenue enterprises, public-private partnership planning and execution, and research and development strategies to improve operating or financial efficiencies of various enterprises, authorities or agencies, which may include capital markets related activities (Special Projects).
4. As legal advisor providing services related to Interest Rate Exchange Agreements.
5. As underwriters' counsel for any issuance or project discussed above.

GOMB retains the right: (i) to select counsel for each issuance of bonds depending upon the purpose, nature and complexity of the financing plan and for securitizations and other special projects based on the specific facts, circumstances and expertise required; (ii) to combine legal advisory services in a single primary engagement, or to appoint co-counsel to one or more components of a financing plan or project; and (iii) to assign one or more firms to serve singularly, in rotation or simultaneously, as the need for continuity and other circumstances may determine in the State's discretion, for all or a portion of the RFP coverage period.

GOMB will retain all materials submitted in response to this request. Failure to furnish all or certain information may result in the disqualification of the proposal.

Responses to this RFP may be subject to public disclosure pursuant to the Freedom of Information Act (5 ILCS 140). Therefore, please indicate which, if any, response content is of a confidential or proprietary nature. Further, please submit an additional form of response from which all such confidential or proprietary material is redacted.

Please indicate at earliest convenience by e-mail to OMB.BondCounselRFP@illinois.gov the firm's intent to respond, including contact name(s), phone number(s) and e-mail address(s), and identify the services for which a proposal will be submitted. Such responses will assist GOMB in maintaining an accurate database and communicating with all respondents.

Questions related to any aspect of or type of service contemplated within this RFP should be submitted by e-mail to OMB.BondCounselRFP@illinois.gov not later than **April 26, 2007**. Please indicate "Counsel RFP Question - FirmName" in the subject line. Answers to questions (in a cumulative format) along with the RFP itself will be posted on GOMB's website at www.state.il.us/budget. GOMB will make an effort to alert by e-mail firms indicating an intent to respond to this RFP, when and as questions or announcements are posted on the website. This RFP is also announced and available on the Illinois Procurement Bulletin web site at www.purchase.state.il.us.

In addition to the certification requirements set forth above, all firms seeking consideration for any role pursuant to this RFP must deliver all certifications and disclosures required under the Procurement Code (see Attachments B1 – B5 attached hereto and incorporated herein). The failure to complete and sign each of the forms included as Attachments B1 – B5 may disqualify the firm.

The State reserves the right to reject any and all proposals with or without cause, and accept proposals that it considers most favorable to the State. The State further reserves the right to issue additional RFP's during this time for this or other types of legal work and to issue additional RFP's for these or any other types of legal services during this timeframe.

The State is not and shall not be liable for any cost incurred by respondents in replying to this RFP or in connection with any interview or negotiation relating to this RFP.

II. DELIVERY OF PROPOSALS

Firms must submit six (6) bound copies of the all documents submitted in response to this RFP and submit an electronic version (in Adobe PDF format) via e-mail transmission to OMB.BondCounselRFP@illinois.gov. Both forms of submission must be received by GOMB no later than 5:00 p.m. (CDT), Monday, May 7, 2007 to be considered. Please ensure that the electronic submission contains all attachments, and uses the naming conventions for files submitted as attachments (in Adobe PDF format) described below (with the exception of the fee schedule which must be received in hard-copy form only). Bound copies should be sent to the address set forth on the cover page hereof. Please use (217) 782-3500 if a telephone is required by the delivery service for physical delivery.

A. **IL07FA-FirmName-Response.pdf**. Cover letter and body of proposal response. The cover letter should clearly state the category or categories of service for which the firm seeks consideration (as described in Section I above):

- To serve as legal advisor for the issuance of POBs.
- To serve as legal advisor for the issuance of other bonds and GO Certificates.
- To serve as legal advisor in other matters, including without limitation, asset securitization, valuation of revenue enterprises, public-private partnership strategic planning, and research and development strategies to improve operating or financial efficiencies of various enterprises, authorities or agencies which may include capital markets related activities.
- To serve as underwriters' counsel for any issuance or project discussed above.

Please indicate in the cover letter if the firm is a minority owned, woman owned or persons with disabilities owned firm. GOMB reserves the right to publicly rely upon the firm's indication of such status.

Please limit the combined cover letter and the response to a total of 8 pages (not including attachments and appendices which may be required pursuant to Section IV-F relating to legal and compliance matters).

B. **IL07FA-FirmName-AttachmentB.pdf**. Certifications required pursuant to the Procurement Code.

- "FirmName" as referred to above should be an abbreviated rather than a full firm name.
- Indicate "Legal RFP Response - FirmName" in the subject line for Attachments B1 - B5.
- Multiple e-mails may be used if the Attachments collectively are too large to attach to a single e-mail. GOMB will send an e-mail acknowledgement of receipt of any proposal received by electronic means.

C. **Fee Schedule (hard copy only)**. Pursuant to the Procurement Code, proposed fee schedules (Fee Schedules), in the form incorporated herein as **Attachment A** must be received by GOMB in a separate, sealed envelope with respondent's name clearly marked on the outside. The proposed Fee Schedules shall remain sealed pending completion of the response review process. Please forward proposed Fee Schedules to the physical delivery address noted on the cover of this RFP.

III. SCOPE OF SERVICES

Selected counsel shall work with and at the direction of the State of Illinois' Chief Operating Officer, GOMB Director, General Counsel, and staff in the delivery of all services contemplated by this RFP. Services to be provided by selected counsel shall include, but are not limited to, the following:

A. Services Related to Issuance of Bonds

- Delivering a legal opinion with respect to authorization and valid issuance of POBs, GO, BI and other Revenue bonds or other debt issued by the State in accordance with NABL guidelines, and for firms serving as Bond Counsel, with respect to whether interest paid on the bonds is excluded from gross income for federal income tax purposes (and Illinois personal income taxes where appropriate).
- Advising the State and GOMB in structuring financing programs consistent with applicable constitutional requirements, laws, and tax-exempt practices, including without limitation reviewing and drafting legislation, rules, regulations and statements of policy.
- Preparing and managing the delivery and distribution process for all working and final draft legal documents necessary for the authorization, issuance and delivery of the bonds, including without limitation, all closing documents, tax agreements, bond purchase and standby bond purchase agreements, agreements among underwriters, remarketing agreements, asset securitization and sale documents, interest rate risk management documents, and bond and certificate sale orders, all as may be applicable to various structures, methods and strategies.
- Advising the State and GOMB in the proper use of proceeds under applicable laws and on debt management administration, particularly arbitrage and rebate compliance.
- Assisting in the preparation of preliminary and final official statements and in preparing State employees and agents for and participating in discussions and meetings with rating agencies, if requested.
- Providing continuing advice to the State and GOMB, as GOMB may determine necessary from time to time on issues relating to debt sales, including actions necessary to assure the tax-free status of the State's bonds, and other transactional and risk management issues.
- Advising the State and GOMB with respect to SEC and IRS disclosure rules and assisting in the drafting of the State's Annual Disclosure Report. At the State's direction, consult with other attorneys regarding the preparation of Continuing Disclosure Undertakings to ensure consistency.
- Providing legal advice with regard to interest rate exchange agreements, including without limitation:
 - (a) Drafting and reviewing and managing the delivery and distribution process for all working and final drafts of all interest rate exchange agreement documents (including the ISDA Master Swap Agreement, Schedule(s), Credit Support Annex, Confirms and any other required documents) for specific transactions;
 - (b) Providing a legal opinion on behalf of the State to the interest rate exchange agreement counterparty as required by the ISDA Master Swap Agreement;
 - (c) Drafting all certificates required for the interest rate exchange transaction to comply with applicable IRS regulations.

B. Services Related to Interest Rate Exchange Agreements

- Providing legal advice with regard to interest rate exchange agreements, including without limitation:
- Drafting and reviewing and managing the delivery and distribution process for all working and final drafts of all interest rate exchange agreement documents (including the ISDA Master Swap Agreement,

Schedule(s), Credit Support Annex, Confirms and any other required documents) for specific transactions;

- Providing a legal opinion on behalf of the State to the interest rate exchange agreement counterparty as required by the ISDA Master Swap Agreement;
- Drafting all certificates required for the interest rate exchange transaction to comply with applicable IRS regulations.

C. Services Related to Special Projects Including Securitization and Other Debt Management Initiatives

From time to time the State may consider engaging in special projects, which may include without limitation selling or securitizing assets, operations, revenue sources, (or components thereof) or evaluating and/or entering into public private partnership arrangements as a means to create financial and operating efficiencies and/or re-align core missions to more effectively serve Illinois citizens. The selected legal advisor(s) shall work with GOMB in evaluating, negotiating, structuring, and managing additional activities including asset securitizations, in capacities including without limitation the following:

- Providing legal research, evaluation and advice regarding emerging governmental trends to identify and develop options for the State and its agencies to benefit from the financial or operational improvements derived therefrom.
- Assessing and advising the State regarding the legal risk and benefits of various options and initiatives.
- Assisting the State in procuring services including developing qualifying criteria for vendors while ensuring compliance with all appropriate State guidelines.
- Assisting and advising the State on all aspects of communication and information management, including research, assembly and dissemination of data appropriate for any necessary due diligence to be undertaken by the State and such other parties as the State may deem appropriate.
- Assisting the State, its agencies and financial advisors as necessary in negotiating and documenting the terms of any arrangements with prospective bidders, including without limitation:
 - (a) Advising the State regarding contract options and terms;
 - (b) Assisting the State in obtaining the execution of an agreement incorporating terms and features determined to be in the best interests of the State;
 - (c) Providing if required regulatory compliance and tax advice and legal opinions upon which the State and other participants may rely for purposes of federal tax and other statutory and policy requirements as applicable.
- Assisting the State in developing, drafting, and reviewing such enabling legislation, amendatory acts, revisions of rules and regulations as may be required.
- Providing ongoing advice to the State regarding existing agreements.
- Providing advice to the State from time to time on reporting and disclosure regulations and practices.

IV. RESPONSE TO REQUEST FOR PROPOSALS

Respondents are asked to clearly indicate in the cover letter preceding the response, the role(s) for which consideration is requested and whether such roles would be in respect to Senior Counsel or Co-Counsel appointments, as well as the transaction types, whether fixed rate, variable rate, auction rate bond issuance, or other debt management and asset disposition arrangements, for which they wish to be considered. In accordance with Section II above, please provide responses to Sections A - D below, as well as Sections E, F and/or G depending upon the role for which the firm seeks consideration. **In completing the response, please use the same letter and number sequence indicated herein.**

A. Firm Overview

1. Provide a brief description of history of the firm, its date of inception, ownership structure.
2. Identify the practice areas in which the firm has particular expertise, the number of professionals employed in those areas, and the extent of firm resources located within the State.
3. Identify one (or more) primary contact(s) providing office location, phone number and e-mail address of such person(s) assigned to provide to the State the services for which the firm is seeks consideration.

B. Legal, Compliance and Conflicts of Interest

The disclosures required hereby this Section IV shall continue throughout the period of this RFP. Any matter described herein pending or occurring during the period of this RFP must be reported to GOMB in writing by the vendor in a timely manner.

1. Describe any regulatory or felony criminal investigation, indictment, prosecution or other proceeding brought within the last 10 years against the firm, its management, or any affiliate engaging in public finance, the underwriting of municipal bonds, or as counterparty in interest rate exchange agreements. Omit descriptions of routine periodic market conduct and financial examinations.
2. Describe any civil complaint seeking damages in excess of \$50,000 alleging fraud, deceptive practices, malfeasance, or any similar charge of misconduct brought against the management of the firm, or any affiliate engaging in public finance, the underwriting of municipal bonds, or as counterparty in interest rate exchange agreements, whether currently pending or concluded within the past three years.
3. Describe any order, judgment, or decree of any federal or state authority barring, suspending, or otherwise limiting the right of the firm or any of its members to engage in any business activity.
4. Describe the firm's compliance policy and any procedures instituted to ensure compliance with State procurement rules and any rules concerning political contributions and other prohibitions.
5. Describe the nature of any conflicts of interest as set forth in detail in Attachment B-3.

C. Anti-Discrimination and Affirmative Action/Equal Opportunity Policies

1. Summarize the firm's female and minority employment practices.
2. Identify the number of women and minority legal professionals (excluding clerical positions) in the firm, and whether any such persons would be assigned to State transactions.

D. Firm Experience, Capabilities and Policies Generally

1. Describe any pro bono legal services policy or practices in place at the firm.
2. State whether the firm is willing to provide pro bono services to the State and GOMB as consistent with applicable law and describe what types of services the firm would be willing to provide.
3. Identify any conflicts of interest that may arise as a result of the firm's selection to serve as counsel to the State. Describe any representation in which the firm is engaged which is adverse to the State in matters unrelated to its bond programs.

E. Firm Capabilities and Experience for Issuance of State Bonds

1. Describe the firm's capabilities and resources to provide legal advisory services for the issuance of State bonds, including relevant experience of those individuals who would be assigned to the State.
2. Describe any relevant experience including reference to specific transactions the firm may have with the State, its issuing authorities and agencies, and other issuers with similar characteristics, including unique challenges addressed and/or notable achievements with respect to the firm's participation in such transactions. Please provide at least two references.
3. Discuss measures the State should consider to improve borrowing cost efficiencies and/or expand the State's market reception, and how the firm might assist the State in achieving those objectives.
4. Describe the firm's experience in drafting legislation regarding the issuance of municipal debt, particularly where the source of security involved State of Illinois resources.
5. Describe the firm's knowledge of and experience with the State's accounting system and investment practices relative to establishing procedures to comply with federal tax arbitrage requirements.

F. Firm Capabilities and Experience for Interest Rate Exchange Agreements

Describe the firm's capabilities and resources to provide legal advisory services for the execution of interest rate exchange agreements, including relevant experience of those individuals who would be assigned to the State.

G. Firm Capabilities and Experience for Asset Securitization and Special Projects

1. Describe the firm's capacity to provide legal advisory services related to asset securitization, including relevant experience of those individuals who would be assigned to work with the State.
2. Describe the services and resources the firm provides for the initial structuring of asset securitizations, as well as the ongoing monitoring and management of such arrangements. Please indicate whether the firm would subcontract with other service providers to deliver such services.
3. Describe any relevant experience including reference to specific transactions the firm has had with the State, its issuing authorities and agencies, and other issuers with similar characteristics, including challenges addressed or notable achievements with respect to the firm's participation in such transactions. Please provide at least two references.
4. Describe generally the circumstances in which the firm would recommend the State enter into asset securitization agreements and the legal provisions to emphasize in negotiating such agreements.
5. Describe any specialized resources or expertise the firm possesses that may provide additional benefit to the State in undertaking such projects. The State may engage a number of firms with complementary resources and experience to staff such a project.

6. Provide a general outline of a State securitization opportunity together with a synopsis of any policy, legal and legislative issues that must be resolved prior undertaking such a transaction.
7. Describe the firm's capabilities to structure, negotiate and execute such a project, provide examples of similar engagements by the firm and describe the qualifications of those individuals who would be assigned to advise the State with respect to such a project. Please provide at least two references.

V. PRICING GRID RESPONSE – Instructions and Background

Provide the fee-related information using the matrix format in Attachment A, as required by the Illinois Procurement Code, and in accordance with the instructions in Section II-C herein. Do not include any reference to actual fee amounts in the body of the response. Failure to comply with these provisions may result in the disqualification of the firm's proposal. As noted in Sections I and II-A, all fees paid to financing team members must be publicly disclosed on the State's website, including indications for MBE, WBE, or DBE firms.

Reimbursable Expenses

For all response categories, please note that the State expects to reimburse the firm(s) out-of-pocket expenses as indicated below. Expenses incurred for outsourcing or subcontracting of services to the extent such services are described in Section III hereof (Scope of Services), must be included as part of the base fee quotation. Such reimbursable expenses shall include:

- Pre-approved travel expenses of an extraordinary nature such as off-site rating agency meetings.
- Copying and other production expenses of an extraordinary nature occurring at the State's direction.
- Other incidental and State - directed expenses occurring outside of the ordinary course of business.

Firms Seeking Consideration as Counsel to State in the Issuance of State Bonds

Attachment A provides a suggested format for the description of fees quoted for various types of State bond issuances. Differentiation among bond programs and types is provided. If fees are dependent upon the value of bonds issued, please use the break points shown in the matrix, with a base fee amount for bonds up to the lower end of the range, plus and an incremental fee (in \$/1,000 of bonds issued) on additional amounts of bonds issued above the base amount.

Firms Seeking Consideration as Counsel to State in Interest Rate Exchange Agreements

Attachment A provides a suggested format for the description of fees quoted for Interest Rate Exchange Agreements. If fees are dependent upon the value of the transaction, please use the break points shown in the matrix, with a base fee amount for transaction value up to the lower end of the range, plus and an incremental fee (in \$/1,000 of transaction value) on additional transaction value above the base amount. If the firm believes a fee based upon a measure other than a percentage of transaction value is appropriate, please propose a methodology for calculating fees and reimbursing expenses the firm believes appropriate to compensate it for services rendered in such transactions.

Firms seeking Consideration as Counsel to State in Asset Securitizations and Other Special Projects

The State recognizes that fee quotes for asset securitization and special project related legal services may vary depending upon type and terms of the transaction under consideration. Please propose a methodology for calculating fees and reimbursing expenses as may be appropriate to compensate the firm for services rendered in asset securitizations and any other transactions the firm has described in Section IV-F above. Submit a simple description of fee and expense components and identify which components could be contingent, non-contingent, hourly, and/or flat rate capped. Identify the descriptive document as a part of Attachment A and attach it to and submit it with the fee schedule as described above.

The State may in its discretion conduct a best and final price negotiations with respect to pricing of services related to any asset securitization or other special project with firms the State deems qualified to provide such services, whether such negotiations are entered pursuant to a best and final price solicitation or otherwise.

VI. EVALUATION AND SELECTION PROCESS

Responses to the RFP will be evaluated on the following criteria: the qualifications of the responding firms, with emphasis on knowledge of and presence (including the level of experience and location of assigned staff in the State), experience related to types of transactions contemplated by this RFP and prior performance in State and GOMB financial transactions. GOMB may request oral interviews with certain respondents. The State may conduct best and final negotiations regarding any aspect of an engagement with any one or more respondents.

GOMB reserves the right to reject any and all proposals with or without cause, and accept proposals that it considers most favorable to the State. Nothing in this RFP, the proposals, or the State's acceptance of proposals shall obligate the State to enter into or complete negotiations with any firm. Upon approval and execution of an agreement between the State and the firm, the terms of the contract shall prevail. The State is not liable for any cost incurred by firms in replying to this RFP or in connection with any interview or negotiation relating to this RFP.

This RFP includes a specific Business Enterprise Program (BEP) utilization goal of 19% based on the availability of certified vendors to perform the anticipated direct subcontracting opportunities of the contract. In addition to the other award criteria established under this RFP, the Vendor will meet the BEP utilization goal or provide evidence satisfactory to GOMB of the Vendor's good faith effort to meet the goal. Accordingly, respondents are expected to demonstrate their commitment to fulfilling such goals.

ATTACHMENT A

**Proposed Fee Schedule Response Grids
(Attach Material Regarding Special Project Services Pricing if Appropriate)**

Please review carefully the completion and transmittal instructions set forth in Sections V and II-C respectively. Please direct any questions in writing to the address provided in Section I. The proposed Fee Schedule must be submitted separately in hard copy in a clearly identified, sealed envelope as directed in Section II-C.

As described in Section-V, the formats may be expanded vertically to accommodate unique circumstances or characteristics as may be required, to be either separately expressed or expressed as an incremental to a base quote. Where transaction size is a component in a fee quotation, it is highly encouraged to the best extent possible, to remain within the transaction size and/or notional breakpoints indicated in the following tables.

Recommended Response Format for Bond Counsel Services - Issuance of State Bonds

Issue Size:	In \$millions at least:	\$-	\$75	\$150	\$500	\$1,000
	But less than:	\$75	\$150	\$500	\$1,000	& greater

General Obligation	Fixed Rate Bonds					
Build IL Sales Tax Rev	Fixed Rate Bonds					
Other Revenue	Fixed Rate Bonds					
Short-Term Borrowing	Fixed Rate Certificates					
General Obligation	Variable Rate Bonds					
Build IL Sales Tax Rev	Variable Rate Bonds					
Other Revenue	Variable Rate Bonds					
Short-Term Borrowing	Variable Rate Certificates					
General Obligation	Auction Rate Notes					
Build IL Sales Tax Rev	Auction Rate Notes					
Other Revenue	Auction Rate Notes					
Short-Term Borrowing	Auction Rate Notes					

Issue Size:	In \$millions at least:	\$-	\$1,000	\$2,000	\$5,000	10,000
	But less than:	\$1,000	\$2,500	\$5,000	10,000	& greater

GO Pension	Fixed Rate Bonds					
GO Pension	Variable Rate Bonds					
GO Pension	Auction Rate Notes					

Bond Co-Counsel	(as a % of Counsel Fees)					
-----------------	--------------------------	--	--	--	--	--

Recommended Response Format for Counsel - Asset Securitization Transactions

Notional	In \$millions at least:	\$-	\$75	\$150	\$500	\$1,000
Amounts:	But less than:	\$75	\$150	\$500	\$1,000	& greater

Fees					
------	--	--	--	--	--

Recommended Response Format for Other Special Projects: Blended Hourly Rate

Blended Hourly Rate:

ATTACHMENT B

STATE FORMS REQUIRED OF THE VENDOR:

Respondents Vendor must complete and submit all forms listed below as part of the procurement process. Respondents may not insert their own forms.

ATTACHMENT B - 1 – Minority, Female, Person with Disability Status & Subcontracting

ATTACHMENT B - 2 – Department of Human Rights (DHR) Public Contract Number

ATTACHMENT B - 3 – Conflicts of Interest Disclosures

ATTACHMENT B - 4 – Taxpayer Identification Number

ATTACHMENT B - 5 – Information Regarding Terminations, Litigation & Debarment

ATTACHMENT B - 1

Minority, Female, Person with Disability Status & Subcontracting

The Business Enterprise Program Act for Minorities, Females and Persons with Disabilities (BEP) (30 ILCS 575/1) establishes a goal for contracting with businesses that have been certified as owned and controlled by persons who are minority, female or who have disabilities. **In furtherance of GOMB's continued commitment to the objectives of the BEP Act, this RFP includes a specific Business Enterprise Program (BEP) utilization goal of 19% based on the availability of certified vendors to perform the anticipated direct subcontracting opportunities of the contract.** While you must complete this form, your response will not be considered in the evaluation. Further, please be advised that all respondents to this RFP may be required, in GOMB's sole discretion, to provide additional certifications in furtherance of the objectives established in the BEP Act. A listing of certified businesses may be obtained from the Department of Central Management Services' Business Enterprise Program for Minorities, Females and Persons with Disabilities by calling 312/814-4190 (Voice & TDD), 800/356-9206 (Toll Free), or 800/526-0844 (Illinois Relay Center for Hearing Impaired).

Name of Company (and D/B/A): _____

Is the company at least 51% owned and controlled by individuals in one or more of the following categories?

Yes ___ No ___

If "Yes" check each that applies:

Category:

Minority	_____
Female	_____
Person with Disability	_____
Disadvantaged	_____

If "Yes," please identify, by checking applicable blanks, which agency certified the business and in what category:

Certifying Agency:

Category:

Department of Central Management Services	_____	Minority	_____
Women's Business Development Center	_____	Female	_____
Chicago Minority Business Development Council	_____	Person with Disability	_____
Illinois Department of Transportation	_____	Disadvantaged	_____
Other (please identify):	_____		

If the firm is not a certified BEP business, does it have a written policy or goal regarding contracting or subcontracting with BEP certified vendors?

Yes ___ No ___

(attach copy)

If "No," will you make a commitment to contact BEP certified vendors and consider them for subcontracting opportunities on this contract?

Yes ___ No ___

Do you plan on ordering supplies or services in furtherance of this contract from BEP certified vendors?

Yes ___ No ___

If "Yes," please identify what you plan to order, the estimated value as a percentage of your total fee and the names of the BEP certified vendors you plan to use.

ATTACHMENT B - 2

Department of Human Rights (DHR) Public Contract Number

If Vendor has employed fifteen (15) or more full-time employees at any time during the 365-day period immediately preceding the publication of this RFP in the Illinois Procurement Bulletin (or issuance date if not published), then Vendor must have a current Public Contract Number or have proof of having submitted a completed application for one prior to the offer opening date. If the Agency cannot confirm compliance, it will not be able to consider the bid or offer. Please complete the appropriate sections below.

Name of Company (and D/B/A): _____

DHR Public Contracts Number: _____

_____(check if applicable) The number is not required as the company has employed 14 or less full-time employees during the 365-day period immediately preceding the publication of this RFP in the Illinois Procurement Bulletin (or issuance date if not published).

IF NUMBER HAS NOT YET BEEN ISSUED:

Date Completed Application was submitted to DHR: _____

Date of Expiration: _____

NOTICE:

Upon expiration and until their Contractor Identification Number is renewed, companies will not be eligible to be awarded contracts by the State of Illinois or other jurisdictions that require a current DHR number as a condition of contract eligibility (44 IL Adm. Code 750.210(a)).

Numbers issued by the Department of Human Rights (or its predecessor agency, the Illinois Fair Employment Practices Commission) prior to July 1, 1998, are no longer valid. This affects numbers below 89999-00-0. Valid numbers begin with 90000-00-0.

IF YOUR ORGANIZATION HOLDS AN EXPIRED NUMBER, YOU MUST RE-REGISTER WITH DHR.

Bidder/Vendor may obtain an application form by:

Telephone: Call the DHR Public Contracts unit between Monday and Friday, 8:30 a.m. to 5:00 p.m. CST, at (312) 814-2431

Internet: Download the form from the Internet at http://www.state.il.us/cms/1_selling/vendfrms.htm. In the Purchasing area of CMS home page, click the "Download Vendor Forms" line.

Mail: Write to the Department of Human Rights, Public Contracts Unit, 100 West Randolph Street, Suite 10-100, Chicago, Illinois 60601.

ATTACHMENT B - 3

Conflicts of Interest Disclosures

Instructions. The Illinois Procurement Code requires that Vendors desiring to enter into certain contracts with the State of Illinois must disclose the financial and potential conflict of interest information that is specified below (30 ILCS 500/50-13 and 50-35 (a)(b)(h)).

Vendor shall disclose the financial interest, potential conflict of interest and contract information identified in Sections 1, 2, 3, and 4 below as a condition of receiving an award or contract. Please submit this information along with your bid or offer.

Section 1 applies to all contracts regardless of dollar amount. In addition, you must complete Sections 2, 3, and 4 for contracts with an annual value exceeding \$10,000 that must be procured using one of the authorized competitive methods of source selection.

If the Vendor is a wholly owned subsidiary of a parent organization, separate disclosures (Sections 2, 3, and 4) must be made by the Vendor and the parent. For purposes of this form, a parent organization is any entity that owns 100% of the Vendor.

When determining ownership or distributive income shares, use the most current information that you consider reliable, but in no event for a period before your last completed fiscal period.

A designee may submit this form on behalf of the Vendor (or its parent). However, that person must have verified the information with each affected individual.

Vendor Information

This disclosure information is submitted on behalf of (show official name of Vendor, and if applicable, D/B/A and parent):

Name of Vendor:
D/B/A (if used):
Name of any Parent Organization:
Address:
Contact Person: Name: Title: Address: Telephone/Fax:

Section 1: Section 50-13 Conflicts of Interest

(a) Prohibition. It is unlawful for any person holding an elective office in this State holding a seat in the General Assembly, or appointed to or employed in any of the offices or agencies of State government and who receives compensation for such employment in excess of 60% of the salary of the Governor of the State of Illinois **[\$90,414.60]**, or who is an officer or employee of the Capital Development Board or the Illinois Toll Highway Authority, or who is the spouse or minor child of any such person to have or acquire any contract, or any direct pecuniary interest in any contract therein, whether for stationery, printing, paper, or any services, materials, or supplies, that will be wholly or partially satisfied by the payment of funds appropriated by the General Assembly of the State of Illinois or in any contract of the Capital Development Board or the Illinois Toll Highway Authority.

(b) Interests. It is unlawful for any firm, partnership, association, or corporation, in which any person listed in subsection (a) is entitled to receive (i) more than 7 1/2% of the total distributable income or (ii) an amount in excess of the salary of the Governor **[\$150,691.00]**, to have or acquire any such contract or direct pecuniary interest therein.

(c) Combined interests. It is unlawful for any firm, partnership, association, or corporation, in which any person listed in subsection (a) together with his or her spouse or minor children is entitled to receive (i) more than 15%, in the aggregate, of the total distributable income or (ii) an amount in excess of 2 times the salary of the Governor **[\$301,382.00]**, to have or acquire any such contract or direct pecuniary interest therein.

(d) Securities. Nothing in this Section invalidates the provisions of any bond or other security previously offered or to be offered for sale or sold by or for the State of Illinois.

(e) Prior interests. This Section does not affect the validity of any contract made between the State and an officer or employee of the State or member of the General Assembly, his or her spouse, minor child or any combination of those persons if that contract was in existence before his or her election or employment as an officer, member, or employee. The contract is voidable, however, if it cannot be completed within 365 days after the officer, member, or employee takes office or is employed.

(f) Exceptions.

(i) Public aid payments. This Section does not apply to payments made for a public aid recipient.

(ii) Teaching. This Section does not apply to a contract for personal services as a teacher or school administrator between a member of the General Assembly or his or her spouse, or a State officer or employee or his or her spouse, and any school district, public community college district, or State University.

(iii) Ministerial duties. This Section does not apply to a contract for personal services of a wholly ministerial character, including but not limited to services as a laborer, clerk, typist, stenographer, page, bookkeeper, receptionist, or telephone switchboard operator, made by a spouse or minor child of an elective or appointive State officer or employee or of a member of the General Assembly.

(iv) Child and family services. This Section does not apply to payments made to a member of the General Assembly, a State officer or employee, his or her spouse or minor child acting as a foster parent, homemaker, advocate, or volunteer for or in behalf of a child or family served by the Department of Children and Family Services.

(v) Licensed professionals. Contracts with licensed professionals provided they are competitively bid or part of a reimbursement program for specific, customary goods and services through the departments of Children and Family Services, Human Services, Public Aid, Public Health, or Aging.

CHECK ONE:

_____ No Conflicts Of Interest

_____ Potential Conflict of Interest (*If checked, name each conflicted individual, the nature of the conflict, and the name of the State agency that is associated directly or indirectly with the conflicted individual.*)

Section 2: Disclosure of Financial Interest in the Vendor

All vendors, except for publicly traded corporations subject to SEC reporting requirements and privately held corporations with more than 400 shareholders, must complete subsection (a) below. Publicly traded corporations may complete subsection (b) and privately held corporations with more than 400 shareholders may complete subsection (c) in lieu of completing subsection (a).

(a) General disclosure. For each individual having any of the following financial interests in the vendor (or its parent), please mark each that apply and show the applicable name and address. Then, complete Sections 3 and 4. If no individual has any of the following financial interests in the vendor (or its parent), check this blank _____, skip Section 3, but complete Section 4.

Ownership exceeding 5% (____)

Ownership value exceeding \$90,414.60 (____)

Distributive Income Share exceeding 5% (____)

Distributive Income Share exceeding \$90,414.60 (____)

Name: _____

Address: _____

For each individual identified above, show the dollar value of the ownership interest:

\$ _____ or the proportionate share of the ownership interest: _____ % and the type of ownership/distributable income share:

Sole Proprietorship _____

Stock _____

Partnership _____

Other (explain) _____

For partnerships with > 50 but < 400 partners, proportionate shares of ownership interest of each individual identified above may be shown in the following ranges:

1% _____

1 up to 2% _____

2 up to 3% _____

3 up to 4% _____

4 up to 5% _____

and in additional 1% increments as appropriate _____%

For partnerships with more than 400 partners, the proportionate share of ownership may be shown in the following ranges:

0.5% or less _____

>0.5 to 1.0% _____

>1.0 to 1.5% _____

and as appropriate in additional 0.5 increments _____%

(b) Publicly traded corporations subject to SEC reporting requirements. These Vendors may submit their 10k disclosure (*include proxy if referenced in 10k*) in satisfaction of the financial and conflict of interest disclosure requirements set forth in subsections **50-35 a** and **b** of the Procurement Code. An SEC 20f or 40f, supplemented with the names of those owning in excess of 5% and up to the ownership percentages disclosed in those submissions, may be accepted as being substantially equivalent to 10k. Vendor may skip Section 3 of this form, but must complete Section 4.

Check here if submitting a 10k _____, 20f _____, or 40f _____.

(c) Privately held corporations with more than 400 shareholders. These Vendors may submit the information identified in 17 CFR 229.401 and list the names of any person or entity holding any ownership share in excess of 5% in satisfaction of the financial and conflict of interest disclosure requirements set forth in subsections **50-35 a** and **b** of the Procurement Code. Vendor may skip Section 3 of this form, but must complete Section 4.

Section 3: Disclosure of Potential Conflicts of Interest

For each individual having the level of financial interest identified in Section 2(a) above, indicate which, if any, of the following potential conflict of interest relationships apply. If "Yes," please describe each situation (label with appropriate letter) using the space at end of this Section 3 (attach additional pages as necessary).

- (a) State employment, currently or in the previous 3 years, including contractual employment of services directly with the individuals identified in Section 1 in their individual capacity unrelated to the Vendor's contract. Identify contracts with the VENDOR in Section 4. Yes ____ No ____
- (b) State employment of spouse, father, mother, son, or daughter, including contractual employment for services in the previous 2 years. Yes ____ No ____
- (c) Elective status; the holding of elective office of the State of Illinois, the government of the United States, any unit of local government authorized by the Constitution of the State of Illinois or the statutes of the State of Illinois currently or in the previous 3 years. Yes ____ No ____
- (d) Relationship to anyone holding elective office currently or in the previous 2 years; spouse, father, mother, son, or daughter. Yes ____ No ____
- (e) Appointive office; the holding of any appointive government office of the State of Illinois, the United States of America, or any unit of local government authorized by the Constitution of the State of Illinois or the statutes of the State of Illinois, which office entitles the holder to compensation in excess of expenses incurred in the discharge of that office currently or in the previous 3 years. Yes ____ No ____
- (f) Relationship to anyone holding appointive office currently or in the previous 2 years; spouse, father, mother, son, or daughter. Yes ____ No ____
- (g) Employment, currently or in the previous 3 years, as or by any registered lobbyist of the State government. Yes ____ No ____
- (h) Relationship to anyone who is or was a registered lobbyist in the previous 2 years; spouse, father, mother, son, or daughter. Yes ____ No ____
- (i) Compensated employment, currently or in the previous 3 years, by any registered election or re-election committee registered with the Secretary of State or any county clerk in the State of Illinois, or any political action committee registered with either the Secretary of State or the Federal Board of Elections. Yes ____ No ____

(j) Relationship to anyone; spouse, father, mother, son, or daughter; who is or was a compensated employee in the last 2 years of any registered election or reelection committee registered with the Secretary of State or any county clerk in the State of Illinois, or any political action committee registered with either the Secretary of State or the Federal Board of Elections. Yes ____ No ____

Explanation of potential conflicts of interest:

Section 4: Current and Pending Contracts and Offers (bids and proposals)

(a) The Vendor shall identify each contract it has with other units of State of Illinois government by showing agency name and other descriptive information such as purchase order or contract reference number (attach additional pages as necessary). Show "none" if appropriate.

(b) The Vendor shall identify whether it has pending contracts (including leases), bids, proposals, or other ongoing procurement relationships with other units of State of Illinois government by showing agency name and other descriptive information such as bid or project number (attach additional pages as necessary). Show "none" if appropriate.

ATTACHMENT B - 4

Taxpayer Identification Number

I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), **and**
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, **and**
3. I am a U.S. person (including a U.S. resident alien).

Name (Printed): _____

Taxpayer Identification Number:

Social Security Number _____
or
Employer Identification Number _____

Legal Status: (check one):

- | | |
|---|---|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Governmental |
| <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Nonresident alien |
| <input type="checkbox"/> Partnership/Legal Corporation | <input type="checkbox"/> Estate or Trust |
| <input type="checkbox"/> Tax-exempt | <input type="checkbox"/> Pharmacy (non-corporate) |
| <input type="checkbox"/> Corporation providing or
billing medical and /or
health care services | <input type="checkbox"/> Pharmacy/Funeral Home/Cemetery (Corp.) |
| <input type="checkbox"/> Corporation NOT providing
or billing medical and / or
health care services | <input type="checkbox"/> Other _____ |

ATTACHMENT B - 5

Information Regarding Terminations, Litigation and Debarment

The Agency/Buyer requests that the Vendor provide the following information:

1. During the last five (5) years, has the Vendor had a contract for services terminated for any reason? If so, provide full details related to the termination.
2. During the last five (5) years, describe any damages or penalties or anything of value traded or given up by the Vendor under any of its existing or past contracts as it relates to services performed that are similar to the services contemplated by this RFP and the resulting Contract. If so, indicate the reason for the penalty or exchange of property or services and the estimated amount of the cost of that incident to the Vendor.
3. During the last five (5) years, describe any order, judgment or decree of any Federal or State authority barring, suspending or otherwise limiting the right of the Vendor to engage in any business, practice or activity.
4. During the last five (5) years, list and summarize pending or threatened litigation, administrative or regulatory proceedings, or similar matters that could affect the ability of the Vendor to perform the required services. The Vendor must also state whether it or any owners, officers, or primary partners have ever been convicted of a felony. Failure to disclose these matters may result in rejection of the bid Offer or in termination of any subsequent contract. This is a continuing disclosure requirement. Any such matter commencing after submission of a bid Offer, and with respect to the successful Vendor after the execution of a contract, must be disclosed in a timely manner in a written statement to the Agency.
5. During the last five (5) years, have any irregularities been discovered in any of the accounts maintained by the Vendor on behalf of others? If so, describe the circumstances of irregularities or variances and disposition of resolving the irregularities or variances.