



Delaware River
Joint Toll Bridge
Commission

**DELAWARE RIVER JOINT
TOLL BRIDGE COMMISSION**

REQUEST FOR QUALIFICATIONS

INVESTMENT BANKING SERVICES

DATED: October 29th, 2024

PROPOSALS DUE: November 22nd, 2024

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INVESTMENT BANKING SERVICES

The Delaware River Joint Toll Bridge Commission (the “DRJTBC” or “Commission” herein) wishes to establish a pool of qualified investment banks from which to engage one or more firms from time to time to lead or participate in a syndicate of firms to develop, structure, manage, underwrite and distribute bonds to be sold by the Commission to finance or refinance the Commission’s capital projects. Please see “Anticipated Use of the Pool” herein for additional details.

Background Information

Governance - The Commission is a bi-state agency created by a 1934 agreement and supplements thereto between the Commonwealth of Pennsylvania and the State of New Jersey and consented to by the Congress of the United States of America.

The Bridge System - The Commission currently owns and operates 20 bridges crossing the Delaware River between Pennsylvania and New Jersey, from the Philadelphia-Bucks County line to the New Jersey/New York state border. Eight of the bridges are toll bridges. In addition to the bridges crossing the Delaware River, the Commission also owns and operates 34 approach structures (overpasses, underpasses, toll plazas, entrance plazas, etc.) within its jurisdiction. Revenues from the eight toll bridges are the only source of funds available to the Commission for maintaining all 20 bridges and the approach structures. The Commission receives no state or federal funds for operation of the System.

Prior Financings - The Commission currently has outstanding four Series of Bridge System Revenue Bonds in the aggregate principal amount of \$614,380,000, as follows:

<u>Series</u>	<u>Tax Status</u>	<u>Type</u>	<u>Outstanding Par</u>	<u>Final Maturity</u>
2015	Exempt	Fixed Rate	\$59,655,000	7/1/2036
2017	Exempt	Fixed Rate	\$422,855,000	7/1/2047
2019A	Exempt	Fixed Rate	\$63,750,000	7/1/2049
2019B	Exempt	Fixed Rate	\$68,120,000	7/1/2032

Anticipated Use of the Pool

The Commission anticipates initially selecting firms from the pool to serve as the underwriting syndicate for the potential refunding of Commission’s outstanding bonds and any other subsequent bond issues approved by the Commission. Firms may be selected to serve in any of the following roles: Senior Manager to assist the Commission and its advisors in all aspects of developing, preparing, structuring, marketing, underwriting, distributing and settling the bond sale; Co-Senior Manager to provide significant marketing and underwriting support for the bond sale; and Co-Manager to provide additional diversification of the marketing effort and support for the underwriting of the bonds. Please see “Scope

of Services” herein for a more thorough description.

The Commission additionally intends to utilize the pool for any subsequent bond offerings or refinancing during the term of the pool. Each bond transaction will be treated as a separate engagement for which a firm may be selected from the pool. The Commission reserves the right to establish the number of firms to be selected to any engagement, to select one or more of the same firms, or any number of different firms, or to assign the same firm but in a different role within a syndicate, for each bond issue brought to market during the term of this pool.

Selection to the pool does not provide any assurance that any firm will receive appointment to any particular bond offering. Additionally, the Commission reserves the right to engage one or more firms, whether members of the pool or not, under a separate procurement process when the Commission deems it in its best interests. Selection to the pool does not limit a firm’s ability to be selected to participate under a separate procurement.

The initial term of the pool will be three years from the date of appointment; however, the Commission, in its sole discretion, reserves the right to a) extend the pool beyond its initial term, or b) terminate the pool before the end of its initial term.

Scope of Services

Firms selected from the pool for a specific bond issue will be expected to work with the Commission’s executive staff, financial advisors, general counsel, bond counsel, and other professionals engaged by the Commission in the negotiated sale of bonds or other obligations. Firms selected as senior manager will be expected to provide some or all of the services identified below, at the direction of the Commission. Firms selected from the pool to be co-managers will be expected to provide information and assistance upon request and participate as members of the underwriting syndicate.

- Identify potential bond structures for the issuance, including type of obligation, maturity and call structures, couponing, number of series or tranches, market targets and timing, or any other alternatives to minimize overall debt service costs.
- Assist in drafting and reviewing relevant bond documents, including, but not limited to, official statements, bond resolutions or indentures, bond purchase agreements and disclosure agreements.
- Assist in preparation of materials or presentations, discussions and meetings or other communications with rating agencies, bond insurers and other credit enhancers, and potential investors.
- Identify unique or related financing opportunities available to the Commission.
- Conduct the bond sale and manage the underwriting process.
- Commit firm capital to underwrite bonds or other securities.

- Provide post-closing analysis of the issuance, including a final report on the pricing, orders, designations, allotments, compensation and other pertinent financing details.
- Analyze the Commission's use of derivative products and Identify related opportunities beneficial to the Commission.
- Identify investment opportunities that could provide savings and or improve the efficiency or execution of a transaction.
- Provide any other related underwriting or investment banking services as requested by the Commission.

Required Content of Response to RFQ (Please be certain to number your responses, as well as follow the numerical sequence below in your response):

1. Provide the name and full contact information of the individual(s) responsible for preparation of the response who may be contacted in the event of questions, clarifications, or notifications.
2. Provide an Executive Summary of not more than three pages that a) clearly identifies whether the firm, if selected to the pool, wishes consideration for appointment as a senior manager, co-manager, or both; b) describes the firm's knowledge, overall experience and resources relevant to the scope of services as described herein; and c) highlights the firm's experience, if any, related to bridge, transportation or other toll agencies. This summary should substantiate the basis of the firm's contention that it is the best qualified firm to provide the requested services to the Commission.
3. Briefly discuss your firm's public finance and municipal sales, trading and underwriting departments (for both long term and short-term debt) in terms of staffing, marketing emphasis, pricing strategies and policy towards the commitment of firm capital to a transaction.
4. Describe your firm's municipal sales efforts including degree of focus on retail and institutional buyers, as well as your distribution capabilities in relation to Pennsylvania or New Jersey and transportation related securities. Please provide a description and quantification of your firm's secondary market activity for Commission bonds since January 1st, 2021.
5. Describe your firm's interest, ability, and experience in a) purchasing municipal bonds in a direct purchase transaction, or b) acting as placement agent under a private placement transaction.
6. Describe your firm's capital structure, including a table of its total capital, equity capital and excess net capital position as of the close of your firm's most recent fiscal quarter.
7. Discuss your firm's experience and presence within the State of New Jersey and the Commonwealth of Pennsylvania, indicating the number of offices, number of employees and types of business activity conducted.

8. Provide an example of a transaction in which your firm provided a unique value-added service to an issuer that may have: (i) improved the bond structure and/or pricing, resulting in a lower true interest cost, (ii) improved the issuer's debt position or financial flexibility, (iii) improved or enhanced an issuer's relations with investors, rating agencies, or other stakeholders.
9. Provide a staffing plan listing those individuals who will be assigned to the engagement if selected, including the designation of the person who would have primary responsibility for the relationship with the Commission, and all other pertinent roles. Include a brief description of each person's relevant professional experience. Full resumes may be included in an appendix.
10. Indicate whether your firm is qualified as an Identified Business Enterprise (IBE), which the DRJTBC defines as a minority, women, small, disadvantaged, disabled, or veteran owned business. Describe your firm's policy regarding the prohibition of discriminatory employment practices.
11. Identify and describe any existing or potential conflicts of interest, or relationships that may create the appearance of a conflict of interest, which may affect your ability to serve the Commission if your firm is selected to, or assigned from, the pool.
12. Describe any litigation, investigations or regulatory proceedings, whether current, pending or threatened, against your firm that might materially affect your firm's ability to serve the Commission as contemplated under this RFQ. Also include any such actions taken and resolved since January 1st, 2021 and describe the nature and status of the matter and its outcome or resolution.
13. Describe all licenses related any of the individuals at the firm who will be responsible for providing the services described herein.
14. In an appendix, provide copies of the firm's most recent filing of G-37/38 Reports.
15. In an appendix, provide a summary table of negotiated bond transactions in which your firm participated in the underwriting syndicate, since January 1st, 2021. The table, at a minimum, must identify the issuer, date of issue, par amount, the firm's role within the syndicate (senior manager, co-senior manager, co-manager, or other), type of bond (fixed or variable), security (GO, appropriation or revenue) and, if a revenue bond, the type of revenue (tax, toll, fee, etc.). Please highlight those transactions supported by toll or similar revenues.

Submission of Responses

Responding firms are required to limit their responses to 12 pages or less (exclusive of appendices) at no smaller than 12-point type. Excess pages and extraneous materials or appendices will detract from the overall quality of the response.

Joint proposals are not permitted.

Total six copies of your response, including one marked "Original," four copies, and one complete

response (original proposal plus all appendices) in electronic format (clearly labeled Flash Drive) must be received at the office of the Commission **no later than 2:00 p.m. EDT on Friday, November 22nd, 2024** at the following address:

RFQ Response – Investment Banking Services
Delaware River Joint Toll Bridge Commission
1199 Woodside Road
Yardley, PA 19067
ATTN: Chief Financial Officer

Proposals received after this date and time will not be opened for consideration. Emailed or faxed responses will not be accepted under any circumstance.

Communications concerning this RFQ with representatives of the Commission, except as expressly set forth below, by you or on your behalf, prior to announcement of the pool selections are not permitted and may result in disqualification of your response from further consideration.

Inquiries concerning this RFQ are to be directed to the Chief Financial Officer, via email only, as follows: e-mail: gzhao@dritbc.org. **Telephone or fax inquiries will not be accepted.** To be given consideration, all inquiries must be received by 2:00 p. m. EDT on November 8th, 2024. Relevant questions received by this date and time will be posted anonymously along with the responses on the Commission’s website on or before November 18th, 2024.

The Commission reserves the right to issue an addendum to this RFQ in the event it determines that a clarification or addition of information is needed. The Commission further reserves the right to request additional information from, or request an interview with, any responding firm or firms.

The Commission will not be responsible for any expenses incurred in the preparation and/or presentation of the responses to this RFQ and/or oral interviews, if any, or for the disclosure of any information or material received in connection with this RFQ, whether by negligence or otherwise.

The Commission reserves the right to reject any and all responses, with or without cause, and to waive any irregularities or informalities in the responses. The Commission further reserves the right to make such investigations as it deems necessary regarding the qualifications of any firm submitting a response.

Responding firms assume responsibility for the complete effort required in the RFQ. No special consideration will be given after responses are received because of a firm’s failure to be knowledgeable about all requirements of this RFQ. By submitting a response to this RFQ, the firm represents that it has satisfied itself, from its own investigation, of all of the requirements of this RFQ.

Documents and information contained in submitted responses to this RFQ shall become the property of the Commission and may be open to inspection by members of the public in accordance with law.

Oral Presentations

After review of the responses, the Commission may, at its discretion, request any one or all responding firms to make an oral presentation to the Finance Committee and Senior Management staff. Such presentations will provide firms with an opportunity to answer any questions the Commission may have on a firm's qualifications or information it has provided in its response. If such a presentation is necessary, respondents will be notified. Failure to be prepared to make an oral presentation may prevent the firms from receiving further consideration.

Selection to the Pool

Selection to the pool will be made after consideration of all information received or presented, including, but not limited to, the demonstrated experience and qualifications of the firm and persons to be assigned to the engagement, the presence and experience of the firm in New Jersey and/or Pennsylvania, and the overall quality of the response.

Any firm selected to the pool is responsible for immediately notifying the Commission of any changes in ownership, organization and key personnel, as well as any real or potential conflicts of interest for the duration of the pool.

Selection from the Pool

Once the pool of qualified respondents is established, the Commission may select one or more firms from the pool for further consideration for appointment to a specific bond transaction. The Commission reserves the right to request additional information, either in a written response or oral presentation, from any firms or all firms under consideration for appointment from the pool as senior manager. Such additional information to be provided may include, but not be limited to, a schedule of proposed or indicative underwriting fees and expenses, a proposed plan of finance, or other financial market information that is beneficial to the Commission and demonstrates the firm's awareness and understanding of the Commission's credit considerations and capital needs.

NON-DISCRIMINATION AND DIVERSITY POLICY

The Commission prohibits discrimination in employment on the basis of race, color, religious creed, national origin, ancestry, gender, sexual orientation, age, Vietnam era veteran status, or disability. The Commission is strongly committed to developing and maintaining a diverse workforce, and highly values the perspectives and varied experiences that are found only in a diverse workforce. The Commission believes that promoting diversity is important to the success of its overall mission. Accordingly, the Commission requires its consultants/contractors to comply with all applicable nondiscrimination laws and encourages them to promote diversity within their workplace. To assist the Commission in its selection process, respondents may provide evidence of their policies and practices relating to diversity.