

RHODE ISLAND TURNPIKE AND BRIDGE AUTHORITY

P.O. Box 437
1 East Shore Road
Jamestown, Rhode Island 02835-0437

Invitation to Bid

Solicitation Title: **INVESTMENT MANAGEMENT & ADVISORY SERVICES**

Solicitation Number: 17-5

Solicitation Date: March 22, 2017
Bid Proposal
Submission Deadline: April 21, 2017

Project Description: Investment Management & Advisory Services

Project Location: Jamestown, Rhode Island

The Rhode Island Turnpike and Bridge Authority, a body corporate and politic (the "Authority"), is soliciting bid proposals to perform the work described in the plans and specifications for the Project in accordance with this solicitation.

Rhode Island Turnpike & Bridge Authority (RITBA or Authority) is seeking proposals from "qualified" firms that can provide investment management and advisory services. The information provided must demonstrate to the RITBA that the firm would be "qualified" and competent to provide the services requested. To be considered "qualified", firms must demonstrate the skills and experience necessary to provide, at a minimum, the services listed in this Request for Proposals. Services shall be undertaken in a manner consistent with the prevailing accepted standards for similar services with respect to projects of comparable function and complexity and with the applicable laws and regulations published and in effect at the time of performance of the services.

The Authority is soliciting proposals from qualified Investment Management and Advisory firms to assist the Authority in connection with cash management and investment strategy related to assets held by the Authority that are designated for the ongoing repair, replacement, and maintenance of the Authority's fixed assets. The firm or firms will be chosen based on the experience of the individuals with whom the Authority will work, and the demonstrated ability of the firm to carry out the Authority's investment strategy.

The RITBA is looking to engage firms and advisors that are registered with the Securities and Exchange Commission and licensed as a broker-dealer and /or investment adviser by the Rhode Island Department of Business Regulation to provide agreed-upon portfolio management and advisory services for the Authority's approximately \$15,000,000 investment portfolio (non bond proceeds). The Authority reserves the right to choose one or multiple advisors as it deems prudent, and allocate the pool of funds accordingly.

BACKGROUND

The investment of Authority funds is set forth in the covenants of the Rhode Island Turnpike and Bridge Authority Master Trust Indenture dated July 31, 2003 Amended and Restated as of April 1, 2010 in Article I, Section 101 – Definitions defined in “Permitted Investments” (Exhibit A-1) and the Rhode Island Turnpike and Bridge Authority Master Trust Indenture dated January 15, 2016 in Article I, Section 101 – Definitions defined in “Permitted Investments” (Exhibit A-2), as applicable.¹

The Authority’s primary investment objectives, in order of importance, are the preservation of principal, maintenance of sufficient liquidity and a reasonable and competitive return.

We are, therefore, seeking advisors who demonstrate extensive experience with fixed-income securities to provide certain services related to the investment of the Authority’s funds, including the execution of securities purchases/sales for the Authority’s Renewal and Replacement Fund and Operation and Maintenance Reserve Fund, investment advice and investment reporting.

SELECTION CRITERIA

- Proposal responsiveness
- Demonstrated ability in providing similar services to other quasi-public entities
- Professional qualifications and experience
- Recommended approach to management of the Authority’s portfolio
- Reporting and communication process
- Cost
- Additional investment or financial services offered or available through affiliation

INTERVIEWS

If interviews are to be held, they will be scheduled in accordance with the Executive Director’s availability.

MINIMUM SERVICE REQUIREMENTS

The Investment Advisor shall:

1. Be a registered Investment Advisor as defined and regulated by the Securities and Exchange Commission and be licensed as a broker-dealer and/or investment adviser by the Rhode Island Department of Business Regulation.
2. Take custody of the certain funds and investments and execute agreed-upon trades thereof, always subject, however, to the order of the Authority.
3. Provide security or other assurance protecting the Authority’s funds and investments regardless of financial, credit, legal, or other circumstances affecting the proposer.

¹ Note: Certain funds under the 2010 Indenture are held by the Authority, Namely Renewal & Replacement and Operation & Maintenance Funds. See Section 5.01 thereof & 511.

4. Assist in developing and implementing investment strategies that will enhance portfolio performance under current and anticipated changes in market conditions within the parameters of the established investment policies and cash flow needs. When requested, make presentations to the Board of Directors, Executive Director and/or Chief Financial Officer to support recommendations relating to investment strategy.
5. Provide detailed monthly reports and year-end report for auditing purposes, in a format acceptable to the Authority, which include the following information on each security: par value, cost value, book value, market value etc.

RESPONSE FORMAT

To facilitate comparisons between responding firms, please format your response to this request in the following order:

1. REFERENCES
 - a) Provide a list of five public sector clients, including contact person and telephone numbers.
2. ORGANIZATION
 - a) Describe the organization, date founded, and ownership of your firm as well as any subsidiaries and affiliates relevant to the Authority.
 - b) Describe the experience of the firm in serving as investment advisor for quasi-public agencies.
 - c) Identify the types of accounts primarily serviced by your firm.
 - d) Describe any SEC or regulatory censure or litigation involving institutional business your firm conducts with government investors at this time or within the past three years and the reason.
 - e) Describe whether any accounts have dropped the firm in the past three years. f) Provide copies of your ADV Parts I and II, as on file with the SEC, and proof of registration with the Rhode Island Department of Business Regulation.
 - g) Provide audited financial statements for the past 3 years.
 - h) Identify the size of the firm's staff committed to the public sector and the credentials of key personnel.
 - i) Identify the investment professionals who would be directly involved in providing services to the Authority. Describe their relationship to your firm, their responsibilities, and their experience in the number of years they have been associated with your firm.
 - j) Have any of the above personnel ever been investigated for alleged improper, fraudulent or unfair activities related to the sale of securities?
 - k) What efforts does your firm make to keep its investment professionals informed of developments relevant to government investment managers?
3. INVESTMENT MANAGEMENT APPROACH
 - a) Outline the steps that would be taken to ensure the Authority's objectives of safety, liquidity and yield.
 - b) What is your firm's experience in developing investment policies and portfolio strategies for governmental funds?
 - c) Describe the types of investment research utilized and the methods for making investment decisions, including maturity and selection.

- d) What are the primary strategies for adding value to portfolios?
- e) What performance benchmarks would you suggest for the portfolio?
- f) Describe the daily procedures for portfolio review and client contact.

4. REPORTING

- a) Describe and submit samples of reports that would be provided and their frequency. Include the methods and formulas used to calculate yield and performance.

5. OTHER SERVICES

- a) Describe additional investment or financial services offered or available through affiliates.
- b) Describe how client accounts are protected from adverse circumstances affecting the proposer.

6. FEES

- a) Describe the proposed compensation for services either as a flat annual fee or as a per trade fee with an annual cap.

Exhibit A-1

Rhode Island Turnpike & Bridge Authority Revenue Bonds, Series 2010A dated April 8, 2010 Permitted Investments

"Permitted Investments" shall mean and include any of the following, if and to the extent the same are at the time legal for the investment of the Authority's money, except as may be provided in the applicable Supplemental Indenture:

- (a) Government Obligations and Government Certificates. (b)

Obligations issued or guaranteed by any of the following:

- (i) Federal Home Loan Bank System;
- (ii) Export-Import Bank of the United States;
- (iii) Federal Financing Bank;
- (iv) Government National Mortgage Association;
- (v) Farmers' Home Administration;
- (vi) Federal Home Loan Mortgage Company;
- (vii) Federal Housing Administration;
- (viii) Private Export Funding Corp;
- (ix) Federal Farm Credit Bank;
- (x) Resolution Trust Corporation, and
- (xi) Student Loan Marketing Association,

(c) Senior debt obligations of the Federal National Mortgage Association, participation certificates of the General Services Administration, guaranteed participation certificates and guaranteed pool certificates of the Small Business Administration, local authority bonds of the U.S. Department of Housing & Urban Development, guaranteed Title XI financings of the U.S. Maritime Administration, and guaranteed transit bonds of the Washington Metropolitan Area Transit Authority.

(d) Pre-refunded municipal obligations rated in the highest rating category by at least two Rating Agencies and meeting the following conditions:

(i) such obligations are (A) not to be redeemed prior to maturity or the trustee for such municipal obligations has been given irrevocable instructions concerning their calling and redemption and (B) the issuer of such obligations has covenanted not to redeem such obligations other than as set forth in such instructions;

(ii) such obligations are secured by Government Obligations or Government Certificates that may be applied only to principal, premium payments and interest of such obligations;

(iii) the principal of and interest on such Government Obligations or Government Certificates (plus any cash in the escrow fund with respect to such prefunded obligations) are sufficient to meet the liabilities of the obligations;

(iv) the Government Obligations or Government Certificates serving as security for the obligations are held by an escrow agent or trustee; and

(v) such Government Obligations or Government Certificates are not available to satisfy any other claims, including those against the trustee or escrow agent.

(e) Direct and general long-term obligations of any state of the United States of America or the District of Columbia to the payment of which the full faith and credit of such state is pledged and that are rated in either of the two highest rating categories by at least two Rating Agencies.

(f) Direct and general short-term obligations of any state, to the payment of which the full faith and credit of such state is pledged and that are rated in the highest rating category by at least two Rating Agencies.

(g) Interest-bearing demand or time deposits with, or interests in money market portfolios rated AAA-m by Standard & Poor's issued by, state banks or trust companies or national banking associations, including the Trustee if otherwise eligible, that are members of the Federal Deposit Insurance Corporation ("FDIC"). Such deposits or interests must be (i) continuously and fully insured by FDIC, (ii) if they have a maturity of one (1) year or less, with or issued by banks that are rated in one of the two (2) highest short term rating categories by at least two (2) Rating Agencies, (iii) if they have a maturity longer than one (1) year, with or issued by banks that are rated in one (1) of the two (2) highest rating categories by at least two (2) Rating Agencies, or (iv) fully secured by Government Obligations and Government Certificates. Such Government Obligations and Government Certificates must have a market value at all times at least equal to the principal amount of the deposits or interests. The Government Obligations and Government Certificates must be held by a third party (who shall not be the provider of the collateral), or by any Federal Reserve Bank or depository, as custodian for the institution issuing the deposits or interests. Such third party should have a perfected first lien in the Government Obligations and Government Certificates serving as collateral, and such collateral is to be free from all other third party liens.

(h) Eurodollar time deposits issued by a bank with a deposit rating in one of the top two (2) short-term deposit rating categories by at least two (2) Rating Agencies.

(i) Long-term or medium-term corporate debt guaranteed by any corporation that is rated by at least two Rating Agencies in one of their two (2) highest rating categories.

(j) Repurchase agreements including those of the Trustee in its corporate capacity, the maturities of which are thirty (30) days or less or (ii) the maturities of which are longer than thirty (30) days provided the collateral subject to such agreements are marked to market weekly, entered into with financial institutions such as banks or trust companies organized under State law or national banking associations, insurance companies, or government bond dealers reporting to, trading with, and recognized as a primary dealer by, the Federal Reserve Bank of New York or with a dealer or parent holding company that is rated investment grade ("A" or better) by at least two (2) Rating Agencies. The repurchase agreement shall be

collateralized with Government Obligations and Government Certificates or obligations described in paragraph (b) of this definition (the "Collateral"). The repurchase agreement securities and, to the extent necessary, Government Obligations and Government Certificates or obligations described in paragraph (b), exclusive of accrued interest, shall be maintained in an amount at least equal to the amount invested in the repurchase agreements. In addition, the provisions of the repurchase agreement shall meet the following additional criteria:

- (i) the third party (who shall not be the provider of the collateral) has possession of the Collateral;
- (ii) failure to maintain the requisite collateral levels will require the third party having possession of the securities to liquidate the securities immediately.
- (k) Prime commercial paper of a corporation, finance company or banking institution rated in the highest short-term rating category by at least two (2) Rating Agencies.
- (l) Public housing bonds issued by public agencies. Such bonds must be: fully secured by a pledge of annual contributions under a contract with the United States of America; temporary notes, preliminary loan notes or project notes secured by a requisition or payment agreement with the United States of America; or state or public agency or municipality obligations rated in the highest credit rating category by at least two Rating Agencies.
- (m) Shares of a diversified open-end management investment company, as defined in the Investment Company Act of 1940, or shares in a regulated investment company, as defined in Section 851(a) of the Code, that is a money market fund that has been rated in the highest rating category by at least two Rating Agencies.
- (n) Money market accounts of any state or federal bank, or bank whose holding parent company is, rated in the two highest short-term or long-term rating categories by at least two Rating Agencies.
- (o) Investment agreements, the issuer of which is rated in one of the two highest rating categories, by at least two Rating Agencies.
- (p) Any debt or fixed income security, the issuer of which is rated in the highest rating category by at least two Rating Agencies.

Exhibit A-2

Rhode Island Turnpike & Bridge Authority Motor Fuels Tax Revenue Bonds, Series 2016A dated January 15, 2016 Permitted Investments

“*Permitted Investments*” shall mean and include any of the following, if and to the extent the same are at the time legal for the investment of the Authority’s money, except as may be provided in the applicable Supplemental Indenture:

- (a) Government Obligations and Government Certificates.
- (b) Obligations issued or guaranteed by any of the following:
 - (i) Federal Home Loan Bank System;
 - (ii) Export-Import Bank of the United States;
 - (iii) Federal Financing Bank;
 - (iv) Government National Mortgage Association;
 - (v) Farmers’ Home Administration;
 - (vi) Federal Home Loan Mortgage Company;
 - (vii) Federal Housing Administration;
 - (viii) Private Export Funding Corp;
 - (ix) Federal Farm Credit Bank;
 - (x) Resolution Trust Corporation, and
 - (xi) Student Loan Marketing Association,
- (c) Senior debt obligations of the Federal National Mortgage Association, participation certificates of the General Services Administration, guaranteed participation certificates and guaranteed pool certificates of the Small Business Administration, local authority bonds of the U.S. Department of Housing & Urban Development, guaranteed Title XI financings of the U.S. Maritime Administration, and guaranteed transit bonds of the Washington Metropolitan Area Transit Authority.
- (d) Pre-refunded municipal obligations rated in the highest rating category by at least two Rating Agencies and meeting the following conditions:
 - (i) such obligations are (A) not to be redeemed prior to maturity or the trustee for such municipal obligations has been given irrevocable instructions concerning their calling and redemption and (B) the issuer of such obligations has covenanted not to redeem such obligations other than as set forth in such instructions;

(ii) such obligations are secured by Government Obligations or Government Certificates that may be applied only to principal, premium payments and interest of such obligations;

(iii) the principal of and interest on such Government Obligations or Government Certificates (plus any cash in the escrow fund with respect to such pre-refunded obligations) are sufficient to meet the liabilities of the obligations;

(iv) the Government Obligations or Government Certificates serving as security for the obligations are held by an escrow agent or trustee; and

(v) such Government Obligations or Government Certificates are not available to satisfy any other claims, including those against the trustee or escrow agent.

(e) Direct and general long-term obligations of any state of the United States of America or the District of Columbia to the payment of which the full faith and credit of such state is pledged and that are rated in either of the two highest rating categories by at least two Rating Agencies.

(f) Direct and general short-term obligations of any state, to the payment of which the full faith and credit of such state is pledged and that are rated in the highest rating category by at least two Rating Agencies.

(g) Interest-bearing demand or time deposits with, or other bank deposit products, or interests in money market portfolios rated AAA-m by Standard & Poor's issued by, state banks or trust companies or national banking associations, including the Trustee if otherwise eligible, that are members of the Federal Deposit Insurance Corporation ("FDIC"). Such deposits or interests must be (i) continuously and fully insured by FDIC, (ii) if they have a maturity of one (1) year or less, with or issued by banks that are rated in one of the three (3) highest short term rating categories by at least two (2) Rating Agencies, (iii) if they have a maturity longer than one (1) year, with or issued by banks that are rated in one (1) of the three (3) highest rating categories by at least two (2) Rating Agencies, or (iv) fully secured by Government Obligations and Government Certificates. Such Government Obligations and Government Certificates must have a market value at all times at least equal to the principal amount of the deposits or interests. The Government Obligations and Government Certificates must be held by a third party (who shall not be the provider of the collateral), or by any Federal Reserve Bank or depository, as custodian for the institution issuing the deposits or interests. Such third party should have a perfected first lien in the Government Obligations and Government Certificates serving as collateral, and such collateral is to be free from all other third party liens.

(h) Eurodollar time deposits issued by a bank with a deposit rating in one of the top three (3) short-term deposit rating categories by at least two (2) Rating Agencies.

(i) Long-term or medium-term corporate debt guaranteed by any corporation that is rated by at least two Rating Agencies in one of their three (3) highest rating categories.

(j) Repurchase agreements including those of the Trustee in its corporate capacity, (i) the maturities of which are thirty (30) days or less or (ii) the maturities of which are longer than thirty (30) days provided the collateral subject to such agreements are marked to market weekly, entered into with financial institutions such as banks or trust companies organized under State law or national banking associations, insurance companies, or government bond dealers reporting to, trading with, and recognized as a primary dealer by, the Federal Reserve Bank of New York or with a dealer or parent holding company that is rated investment grade

("A" or better) by at least two (2) Rating Agencies. The repurchase agreement shall be collateralized with Government Obligations and Government Certificates or obligations described in paragraph (b) of this definition (the "Collateral"). The repurchase agreement securities and, to the extent necessary, Government Obligations and Government Certificates or obligations described in paragraph (b), exclusive of accrued interest, shall be maintained in an amount at least equal to the amount invested in the repurchase agreements. In addition, the provisions of the repurchase agreement shall meet the following additional criteria:

(i) the third party (who shall not be the provider of the collateral) has possession of the Collateral;

(ii) failure to maintain the requisite collateral levels will require the third party having possession of the securities to liquidate the securities immediately.

(k) Prime commercial paper of a corporation, finance company or banking institution rated in the highest short-term rating category by at least two (2) Rating Agencies.

(l) Public housing bonds issued by public agencies. Such bonds must be: fully secured by a pledge of annual contributions under a contract with the United States of America; temporary notes, preliminary loan notes or project notes secured by a requisition or payment agreement with the United States of America; or state or public agency or municipality obligations rated in the highest credit rating category by at least two Rating Agencies.

(m) Shares of a diversified open-end management investment company, as defined in the Investment Company Act of 1940, or shares in a regulated investment company, as defined in Section 851(a) of the Code, that is a money market fund that has been rated in the highest rating category by at least two (2) Rating Agencies.

(n) Money market accounts of any state or federal bank, or bank whose holding parent company is, rated in the two (2) highest short-term or long-term rating categories by at least two Rating Agencies.

(o) Investment agreements, the issuer of which is rated in one of the two highest rating categories, by at least two (2) Rating Agencies.

(p) Any debt or fixed income security, the issuer of which is rated in the highest rating category by at least two (2) Rating Agencies.

provided, that no Permitted Investment may (a) except for Defeasance Securities, evidence the right to receive only interest with respect to the obligations underlying such instrument or (b) be purchased at a price greater than par if such instrument may be prepaid or called at a price less than its purchase price prior to its stated maturity.

This Request for Proposals is designed to present interested firms with a description of the Authority's current investment program, the services we require and a format for responding to our request.

INSTRUCTIONS TO BIDDERS

Compliance with Instructions to Bidders

These Instructions to Bidders contain terms and conditions that will govern the preparation and submission of a bid proposal and any contract awarded pursuant to this solicitation.

Bidders must comply with each and every requirement of these Instructions to Bidders. Any failure to comply with any requirement may result in the determination of a nonresponsive bid proposal and/or the rejection of the bid proposal.

Priority of Terms and Conditions

The terms and conditions in these Instructions to Bidders *supersede* any and all inconsistent or conflicting terms and conditions in any other provision of any other document in this solicitation or in the bid proposal and govern this solicitation, the bid proposal, and any contract awarded pursuant to this solicitation.

Offer to Contract

Bid proposals constitute an offer to contract with the Rhode Island Turnpike and Bridge Authority (the "Authority") on the terms and conditions contained in the solicitation, the laws of the State of Rhode Island, including all procurement statutes and regulations (which are available at www.purchasing.ri.gov), and applicable federal and local law, all of which are incorporated into this solicitation and any contract awarded pursuant to this solicitation by this reference.

Comprehensive Review and Inspection

The bidder is responsible for carefully reviewing all of the requirements of this solicitation, inspecting the project location, including checking and/or verifying measurements, site conditions, any limitations, and other details, prior to preparing and submitting its bid proposal. Failure to submit a complete bid proposal may result in rejection of the bid proposal. Claims for additional costs or time resulting from the bidder's failure to inspect and/or verify will not be considered.

Questions

Bidders must not address questions or comments about this solicitation to the Authority or its professional advisors. Questions about this solicitation must be emailed to Maggie Baker, CFO (mbaker@ritba.org) and received by the Authority by March 31, 2017 in a Microsoft Word attachment with the corresponding solicitation number. Questions, if any and responses will be posted on our website by April 5, 2017 as an addendum to this solicitation.

Addenda

Responses to questions from bidders, interpretations of plans and specifications, changes prior to the bid proposal submission deadline, approvals of any substitutions, and supplemental instructions and terms will be distributed to bidders at the contact information provided to the Authority at the time of receiving the bid package. Bidders are responsible for checking contact information and RITBA website to determine the issuance of any addenda. No addenda other than answers to questions will be issued within the 3-day period preceding the bid proposal submission deadline except for an addendum withdrawing the solicitation or extending the bid proposal submission deadline.

Costs

The bidder is responsible for all costs and expenses to develop and submit a bid proposal in response to this solicitation.

Preparation of Bid Proposal

Bid proposals must be made on the Bid Proposal Form included in the solicitation and in accordance with the instructions in this solicitation. All applicable blanks must be completed in a legible manner, printed electronically, typed, or handwritten in ink, and amounts must be expressed in both words and figures. In the event of any contradictory terms, handwritten terms prevail over printed or typed terms, and words prevail over figures. Signatures must be in ink. No additional provisions, conditions, or limitations may be made by the bidder, and any erasures and/or corrections must be initialed in ink by the person signing on behalf of the bidder.

Submission of Bid Proposal

Each bid proposal (two hard copies) should include the signed Bidder Certification, signed Bid Proposal Form, IRS Form W-9, and be submitted in a *separate sealed envelope* with the bidder's name and address and the specific "Solicitation Number," "Solicitation Title," and the "Bid Proposal Submission Deadline" marked in the upper left-hand corner of the envelope.

The bid proposal must be delivered (via mail, messenger service, or personal delivery) to the Authority and date-stamped receipted by the date and time specified for the bid proposal submission deadline. Bidders should mail bid proposals sufficiently in advance of the bid proposal submission deadline to ensure timely delivery to the Authority. Bid proposals must be addressed to:

Rhode Island Turnpike and Bridge Authority
Office of the Executive Director
P.O. Box 437
1 East Shore Road
Jamestown, Rhode Island 02835-0437

Sealed bids will be accepted until 1:00 pm and then opened publicly at 1:00 pm on Friday, April 21, 2017 at the office of the Authority, One East Shore Road, Jamestown, Rhode Island.

Bid proposals that are not received by the Authority by the bid proposal submission deadline for whatever reason will be deemed late and will not be considered. Postmarks will not be considered proof of timely submission.

This solicitation contains, and is subject to the terms and conditions of, the Invitation to Bid, Instructions to Bidders, General Conditions, plans and specifications, Bidder Certification Form, and Bid Proposal Form.

The Authority reserves the right to waive any technicalities in the bid proposals, accept or reject any bid proposal, award a contract in the best interest of the State, or revoke any solicitation.

Bid Price

The bidder must submit a Base Bid Price on the Bid Proposal Form to perform all of the work specified in the solicitation.

Bidder Certification Form

The bidder must complete, sign, and submit the Bidder Certification Form for this solicitation as the first document with each bid proposal (available at www.ritba.org on the "Active RFPs" page).

Sensitive Security Information

This solicitation may contain "sensitive security information" subject to protection pursuant to the Transportation Security Administration, Department of Homeland Security, in accordance with the provisions of 49 C.F.R. Part 1520. The unauthorized possession or use of SSI without prior written consent from the Authority is a violation of federal and state law and will subject the violator to penalties or other enforcement actions by the Department of Homeland Security. Bidders must take all reasonable steps to safeguard all information designated as sensitive security information in the bidder's possession or control from unauthorized disclosure.

If this solicitation contains sensitive security information, the sensitive security information will be marked on the top with the protective marking: "Sensitive Security Information" and will include the distribution limitation on the bottom:

"*WARNING: This record contains Sensitive Security Information that is controlled under 49 CFR Parts 15 and 1520. No part of this record may be disclosed to persons without a "need to know," as defined in 49 CFR Parts 15 and 1520, except with the written permission of the Administrator of the Transportation Security Administration or the Secretary of Transportation. Unauthorized release may result in civil penalty or other action. For U.S. government agencies, public disclosure is governed by 5 U.S.C. 552 and 49 CFR Parts 15 and 1520.*"

Public Copy

Bid proposals submitted in response to this solicitation are public records pursuant to the Rhode Island "Access to Public Records Act," R. I. Gen. Laws §§ 38-2-1 et seq. Each bid proposal must include a duplicate original "public copy" to be available for public inspection upon the opening of bids. Bidders may redact in the public copy any trade secrets or commercial or financial information which is of a privileged or confidential nature pursuant to the Access to Public Records Act.

Responsibility of Bidder

The Authority may make a reasonable inquiry to determine a bidder's capability in all respects to perform fully the contract requirements, including without limitation, the financial strength and responsibility, integrity, and reliability of the bidder. The failure of a bidder to provide information promptly in response to an inquiry, including without limitation, financial statements and business references, may result in a determination of the bidder's nonresponsibility.

Subcontractors

The bidder must demonstrate that it is able to perform a substantial portion of the work using its own workforce. Any bidder that does not maintain a permanent workforce and/or proposes to perform a disproportionate amount of the work through one or more subcontractors will be considered unqualified. The successful bidder must establish to the satisfaction of the Authority the reliability and responsibility of any subcontractors proposed to perform any work pursuant to this solicitation.

Taxes

The Authority is exempt from federal excise taxes and state and municipal sales and use taxes. The bidder shall not include such taxes in any prices in the bid proposal.

Indemnification

The successful bidder will indemnify and hold the Authority, its members, officers, employees, agents, successors and assigns, harmless from and against any and all claims, demands, actions, causes of action, damages, losses, judgments, recoveries, liabilities, costs and expenses (including without limitation, attorneys' fees and costs), or any kind, that the Authority, its members, officers, employees, agents, successors and assigns may incur arising out of this solicitation, any contract awarded pursuant to this solicitation, and/or the act or omission of the bidder, its subcontractors, or their employees and agents.

Divestiture of Investments in Iran Requirement

No bidder engaged in investment activities in Iran as described in R.I. Gen. Laws § 37-2.5-2(b) may submit a bid proposal to, or renew a contract with, the Authority. Each bidder submitting a bid proposal or entering into a renewal of a contract is required to certify that the bidder does not appear on the list maintained by the General Treasurer pursuant to R.I. Gen. Laws § 37-2.5-3.

Withdrawal

A bidder may withdraw its bid proposal at any time prior to the bid proposal submission deadline. Bid proposals are irrevocable for a period of 60 days following the bid proposal submission deadline.

Reservation of Rights

The Authority reserves the right, at any time, for any reason, in its sole discretion, to: (i) revoke, suspend, or terminate this solicitation; (ii) accept or reject any and all bid proposals, in whole or in part; (iii) waive any technical defects, irregularities, or omissions in any bid proposals; and/or (iv) terminate any contract awarded pursuant to this solicitation, with or without cause.

Award

The Authority, in its sole discretion, will award the contract pursuant to this solicitation to the responsive and responsible bidder who submits the lowest responsive and responsible bid proposal. The Authority may determine, in its sole discretion, the low bid proposal on the basis

of the amount of the Base Bid Price plus the alternates selected in accordance with the Bid Proposal Form. The successful bidder will receive a Notice of Intent to Award from the Authority with instructions for the bidder to submit further documentation. The successful bidder shall be authorized to commence work only upon the issuance of the Notice to Proceed by the Authority. The issuance of the Notice to Proceed and the continuation of any contract awarded pursuant to this solicitation are contingent upon the availability of funds.

Licenses

The successful bidder and anyone performing any work on the contract awarded pursuant to this solicitation must possess all of the licenses required by any federal, state, or local law to perform such work.

Insurance

The successful bidder must submit a copy of an endorsement and a certificate of insurance that references the solicitation number and names the Authority as “certificate holder” and as “additional insured” upon the issuance of the Notice of Intent to Award, on an annual basis during the term of the contract awarded pursuant to this solicitation, and from time to time upon request. The certificate of insurance must state that 30 days’ advance notice of cancellation, nonrenewal, or material change in coverage (referencing the solicitation number) will be sent to: Rhode Island Turnpike and Bridge Authority, Office of the Executive Director, P.O. Box 437, 1 East Shore Road, Jamestown, Rhode Island 02835-0437, and provide evidence of the following specific types and amounts of insurance:

<u>Type of Insurance</u>	<u>Amount of Coverage</u>
Comprehensive General Liability	\$1 Million each occurrence (inclusive of both bodily injury and property damage)
	\$1 Million products and completed operations aggregate
	\$1 Million general aggregate

Comprehensive General Liability coverage shall include:

- Independent contractors
- Contractual (including construction “hold harmless” and other types of contracts or agreements in effect for insured operations)
- Completed operations
- Personal injury (with employee exclusion deleted)

Automobile Liability

Combined Single Limit	\$1 Million each occurrence
Bodily injury, property damage, including no owned and/or hired vehicles and equipment	

Workers Compensation

Coverage B	\$100,000
Environmental Impairment ("pollution control")	\$1 Million or 5% of contract amount, whichever is greater
Builder's Risk	Contract amount

All insurance required by this solicitation, whether through a policy or an endorsement, shall include: (i) a waiver of subrogation, waiving any right the insurance company may have to recover against the Authority; and (ii) a provision that the bidder's insurance coverage shall be primary in relation to any insurance, self-insurance, or self-retention maintained by the Authority, and any insurance, self-insurance, or self-retention maintained by the Authority shall be in excess of the bidder's insurance.

The Authority reserves the right to accept alternate forms and plans of insurance and/or to require additional or more extensive coverage.

Minority Business Enterprises

The Authority reserves the right to give additional consideration to bid proposals submitted by minority/women business enterprises ("MBEs") certified by the Division of Purchases, Minority Business Compliance Office, provided that any such bid proposal is fully responsive to the terms and conditions of this solicitation, and the bid price is determined, in the discretion of the Authority, to be within a competitive range.

Any bidder who does not intend to perform all of the work with its own forces shall recruit and engage MBEs to perform at least 10% of the dollar value of the contract awarded pursuant to this solicitation. To reach that goal, the bidder may allocate up to 60% of its costs for materials and supplies obtained from MBE dealers or 100% of its costs for materials and supplies obtained from MBE manufacturers.

The successful bidder must submit a plan to meet this requirement for approval by the Division of Purchases, Minority Business Enterprise Compliance Office within the 7-day period following the Notice of Intent to Award, identifying all MBEs, and must also demonstrate its good faith best efforts to meet these MBE goals. Information about this requirement and a directory of MBEs certified in Rhode Island is available at www.mbe.ri.gov or (401) 574-8670.

Equal Opportunity

The successful bidder must demonstrate a commitment to equal opportunity and submit an affirmative action plan for review by the Rhode Island Department of Administration State Equal Opportunity Office within the 7-day period following the Notice of Intent to Award. Information about this equal opportunity requirement is available at: www.diversity.ri.gov/eo/eoopagehome.htm or (401) 222-3090.

Drug-Free Workplace

The successful bidder shall comply, and require that its employees comply, with the State of Rhode Island Drug Free Workplace policy and provide a certificate of compliance within the 7 day period following the Notice of Intent to Award.

Criminal Background Check

The successful bidder may be required to provide a Bureau of Criminal Identification check and/or a national background check (for each individual who be performing services under the contract awarded pursuant to this solicitation) within the 7-day period following the Notice of Intent to Award.

Foreign Corporations

No foreign corporation or limited liability company may transact business in the State of Rhode Island until it shall have obtained a Certificate of Authority from the Rhode Island Secretary of State, and no foreign limited partnership may transact business in the State of Rhode Island until it shall have obtained a Certificate of Registration from the Rhode Island Secretary of State. The successful bidder, if a corporation or limited liability company will be required to provide a current Good Standing Certificate, and if a limited partnership will be required to provide a current Letter of Legal Existence, issued by the Rhode Island Secretary of State within the 7-day period following the Notice of Intent to Award.

Campaign Finance

The successful bidder who has contributed, within the 24 months preceding the contract award, an aggregate amount of more than \$250.00 within a calendar year to any Rhode Island general officer, candidate for general office, any member of the general assembly, or any Rhode Island political party, must file a "Vendor Affidavit" with the State of Rhode Island Board of Elections. Information about "Vendor Affidavits" and electronic filing is available at www.elections.ri.gov or Board of Elections, Campaign Finance, (401) 222-2056.

Binding Contract

The form of agreement the successful bidder will be required to execute is included in the solicitation. A binding contract between the Authority and the successful bidder will be formed by the issuance of a Notice to proceed from the Authority, *and only by the issuance of a Notice to Proceed, and only to the extent of available funds.* The binding contract will incorporate and be subject to the terms and conditions of the solicitation, including the Invitation to Bid, the Instructions to Bidders, the General Conditions, any Supplemental Conditions, the Plans and Specifications, the Bid Proposal Form, the Bidder Certification Form, the Agreement, and also the Notice to Proceed. The successful bidder shall be authorized to commence work only upon the issuance of the Notice to Proceed.

Compliance with Terms of Contract

Failure of the successful bidder to comply with the terms and conditions of any contract awarded pursuant to this solicitation may result in nonpayment, suspension or termination of the contract, suspension or debarment of the bidder, or any other necessary or appropriate remedy.

Solicitation 17-5 Bid Proposal Form

We the undersigned propose to furnish to the Rhode Island Turnpike and Bridge Authority, "Investment Management & Advisory Services", per attached specifications dated _____, 2017 for the prices stated below.

Proposed Fee as follows:

Year 1

Price in Words: _____

Price in Figures: _____

Year 2

Price in Words: _____

Price in Figures: _____

Year 3

Price in Words: _____

Price in Figures: _____

By: _____

Authorized signature

Company name

Print name and title

Address

Telephone

Date

City

State Zip Code

Please attach this Proposal Fee form to your full proposal.