



**REQUEST FOR PROPOSAL
RFP #: RFP-2616**

For: Investment Banking and Underwriting Services

The Rhode Island Commerce Corporation ("Corporation") seeks proposals from qualified firms with experience in providing investment banking and underwriting services to serve as Senior Managing Underwriter or Co-Manager for its proposed Airport Revenue Bonds, 2026 Series (the "Bonds") to be issued on behalf of the Rhode Island Airport Corporation ("RIAC").

This document constitutes a Request for Proposal ("RFP"), in a competitive format, from qualified firms. This request is an offer by the Corporation to procure, by contract, investment banking and underwriting services for the Bonds from the successful firm(s), in accordance with the terms and conditions of this RFP. The respondents ("Proposers") to this RFP shall provide a proposal, in accordance with the terms and conditions set forth herein, to provide the services to the Corporation that are described in the Scope of Work.

Project Overview

The Corporation is seeking proposals from firms with experience in providing investment banking and underwriting services to serve as Senior Managing Underwriter or Co-Underwriter for the Bonds. Bond proceeds are expected to finance various terminal and parking improvements at T.F. Green International Airport (the "Airport"). The estimated par amount is \$97 million. Depending on market conditions, the Corporation may elect to refund its Airport Revenue Bonds, Series 2016 D (Non-AMT) which are currently callable and have an outstanding par amount of \$35,850,000, or other prior Bonds of the Corporation for which a refunding may provide a benefit to the Corporation or RIAC. The Bonds will be issued under the Corporation's Master Trust Indenture dated, as of October 1, 1993, and will be secured by RIAC Revenues, as defined therein. The Corporation and RIAC reserves the right to appoint co-managers from the Office of the General Treasurer's pool of qualified underwriters.

Background

The Corporation was authorized, created, and established in 1974 by an Act of the General Assembly of the State of Rhode Island (the "State"). The Corporation is the lead operating agency for economic development for the State and part of its fundamental mission is to carry out the economic policies established by the Governor, the Executive Office of Commerce and the Board of the Corporation. Pursuant to R.I. Gen. Laws § 42-64-7(25), the Corporation is empowered to issue bonds of the type and for those projects and for those purposes specified in any Joint Resolution of the General Assembly adopted by the Rhode Island house of representatives and the Rhode Island senate.

Scope of Work

The Senior Managing Underwriter selected will be expected to work closely with representatives of the Corporation, RIAC, bond counsel, RIAC's municipal advisor, and other members of the financing team. The underwriting firm selected will be expected to provide all of the services typically provided by the senior manager for the negotiated sale of airport revenue bonds, including, but not limited to:

1. Preparing detailed debt service and refunding cash flow scenarios;
2. Reviewing documents related to the financing;
3. Participating in meetings with rating agencies related to the issue;
4. Developing and implementing a marketing plan to encourage a strong investor response to the issue;
5. Assisting with the development of an investor road show;
6. Leading the bond sale, including ensuring compliance with any federal, state, or local laws or regulations;
7. Assisting in various matters related to the closing of the bond sale, and providing any certificates or other documents that may be required for the closing of the bond issue;
8. Providing a post-sale report to the Corporation; and
9. Completing all services to the satisfaction of the Corporation, RIAC, its staff, municipal advisors, and bond counsel.

Qualifications

Your proposal shall include the following information and address the following items to assist the Corporation in the evaluation:

1. Personnel and Resources:
 - a. State the name of our firm, address, telephone number, and the name and title of the person who will serve as the key contact for your firm with respect to your proposal on behalf of the firm.
 - b. State whether you wish to be considered as book-running senior manager or co-managing underwriter. If your firm is not selected as book-running senior manager, state if you are willing to serve as co-managing underwriter.
 - c. Identify the primary personnel that will comprise your team for this engagement and identify the person that will serve as the day-to-day lead. Please provide a brief description of the relevant experience of everyone including their education, knowledge and technical abilities, the role each will serve, their title and their office location. Resumes can be submitted as a separate appendix and are not part of the page limit.
 - d. Describe your firm's Airport Finance Group. Who leads this effort at your firm, and what other people are involved in providing municipal finance services to airport clients?
 - e. Provide up to three (3) client references you find most applicable to the Corporation and RIAC and its financing needs.

Please describe your firm's experience with other airport revenue bond transactions comparable to the Corporation's proposed financing. Please provide a summary of your firm's experience in the table below, noting that an individual's experience at a prior firm should NOT be included in the table. Such experience at a different firm should be described separately, if relevant.

Airport Revenue Bond Experience
2023-August 2026

	2023		2024		2025		Through August 2026	
	# of deals	Total Par (\$)	# of deals	Total Par (\$)	# of deals	Total Par (\$)	# of deals	Total Par (\$)
Bookrunning Senior Mgr.								
Co-Senior Mgr. (not bookrunner)								
Co-Manager								

Note: Transactions where more than one series of bonds for the same issuer was priced on the same day should be treated as a single transaction.

- Provide case studies for up to three relevant airport revenue transactions (that occurred in the past five years) where your firm served as senior manager and for each, specify if your firm served as book-running senior manager or co-senior manager. In each relevant case study, please include any unique or innovative ideas implemented during the financing. Also please include a discussion of the pricing process and results (e.g., investor response, re-pricing of the bonds following the order period, amount of bonds underwritten, resulting spread to MMD/BVAL, etc.). If applicable, please describe your firm's role in the creation of new master bond resolutions/indentures as part of these subject transactions.
- Discuss a recommended approach to credit ratings, how many ratings do you recommend, and which rating agency or agencies should the Corporation and RIAC select for its airport revenue bond transaction? Describe what you view as the challenges the Corporation and RIAC may encounter in the process of obtaining ratings, and any specific considerations that may be relevant to the credit or plan of finance.
- Describe a proposed marketing plan for the Corporation's proposed financing. What type of investors do you expect to be interested in this transaction and how will your firm work to broaden the distribution of the Corporation's proposed financing? Also, describe your methodology in pricing this issue including any assumptions used and structuring ideas they should consider. Describe any other actions you would want the Corporation and RIAC to undertake, in order to achieve the best possible investor response to the bond sale.
- Provide your proposed all-in underwriting compensation of takedown and expenses. Include takedown by maturity assuming a 30-year level annual debt service structure. Assume a net designated structure with a liability for the senior manager of no less than 60%. Within your proposed expenses, please include an estimated or maximum fee for underwriter's counsel, and a proposed firm and/or individual.

Project Timeline

The anticipated timeline for the selection process is as follows:

Advertisement	September 25, 2026
Deadline for Questions	October 6, 2026
Addendum Issued	October 9, 2026
Deadline for Submissions	October 16, 2026
Interviews (if necessary)	Week of October 19, 2026
Award Approved by RIAC Board	November 12, 2026
Award Approved by RI Commerce Corp Board	November 23, 2026
Bond Pricing and Closing	March/April 2027

Criteria for Selection

Proposals will be evaluated by a Selection Committee, which will be seeking to distinguish which proposer has, through the appropriate combination of several criteria, the abilities to best perform the required services to the satisfaction of the Corporation and RIAC. While some criteria may be ranked higher than others in the selection process, the proposal that achieves the highest overall ranking will be considered top-ranked by the Selection Committee. The proposals will be evaluated using the following criteria:

1. **Qualifications, Personnel, and Firm Experience (50%)**
2. **Approach to Ratings (15%)**
3. **Marketing Plan (15%)**
4. **Underwriting Compensation (20%)**
5. **ISBE Participation – 6% (bonus points)**

NOTE: The Corporation may at any time during the evaluation process seek clarification from Proposers regarding any information contained within their proposal. Final scores for each qualified respondent will reflect a consensus of the evaluations. Proposers with the highest Final score will be selected as Senior Managing Underwriter per the Corporation's purchasing guidelines. Any attempt by a Proposer to contact a member of Corporation staff or selected advisors outside the RFP process, in an attempt to gain knowledge or an advantage, may result in disqualification of Proposer.

ISBE Participation Evaluation (see below for scoring)

- (a) The Rhode Island Commerce Corporation encourages MBE/WBE/DisBE participation in this Request. In accordance with Title 37, Chapter 14.1, and Title 37, Chapter 2.2 of the Rhode Island General laws, the Corporation reserves the right to apply additional consideration to MBE/WBE/DisBE up to six (6) additional points in the scoring evaluation as provided below:
- (b) Calculation of ISBE Participation Rate
 - (i) ISBE Participation Rate for Non-ISBE Vendors. The ISBE participation rate for non-ISBE vendors shall be expressed as a percentage and shall be calculated by dividing the amount of non-ISBE vendor's total contract price that will be subcontracted to ISBEs by the non-ISBE vendor's total contract price. For example, if the non-ISBE's total contract price is \$100,000.00 and it subcontracts a total of \$12,000.00 to ISBEs, the non-ISBE's ISBE participation rate would be 12%.
 - (ii) ISBE Participation Rate for ISBE Vendors. The ISBE participation rate for ISBE vendors shall be expressed as a percentage and shall be calculated by dividing the amount of the ISBE

vendor's total contract price that will be subcontracted to ISBEs and the amount that will be self-performed by the ISBE vendor by the ISBE vendor's total contract price. For example, if the ISBE vendor's total contract price is \$100,000.00 and it subcontracts a total of \$12,000.00 to ISBEs and will perform a total of \$8,000.00 of the work itself, the ISBE vendor's ISBE participation rate would be 20%.

(c) Points for ISBE Participation Rate:

- (i) The vendor with the highest ISBE participation rate shall receive the maximum ISBE participation points. All other vendors shall receive ISBE participation points by applying the following formula:

(Vendor's ISBE participation rate ÷ Highest ISBE participation rate X Maximum ISBE participation points)

For example, assuming the weight given by the RFP to ISBE participation is 6 points, if Vendor A has the highest ISBE participation rate at 20% and Vendor B's ISBE participation rate is 12%, Vendor A will receive the maximum 6 points and Vendor B will receive $(12\% \div 20\%) \times 6$ which equals 3.6 points.

See Appendix A for information and the MBE, WBE, and/or Disability Business Enterprise Participation Plan form(s). Bidders are required to complete, sign and submit these forms with their overall proposal in a sealed envelope. Please complete separate forms for each MBE, WBE and/or Disability Business Enterprise subcontractor/supplier to be utilized on the solicitation.

Instructions and Notifications to Proposers

1. Potential proposers are advised to review all sections of this RFP carefully and to follow instructions completely, as failure to make a complete submission as described elsewhere herein may result in rejection of the proposal.
2. Alternative approaches and/or methodologies to accomplish the desired or intended results of this procurement are solicited. However, proposals that depart from or materially alter the terms, requirements, or scope of work defined by this RFP will be rejected as being non-responsive.
3. All costs associated with developing or submitting a proposal in response to this RFP, or to provide oral or written clarification of its content, shall be borne by the proposer. The Corporation assumes no responsibility for such costs.
4. Proposals are considered to be irrevocable for a period of not less than 120 days following the date set for submission of proposals.
5. All pricing submitted will be considered to be firm and fixed unless otherwise indicated herein.
6. Proposals that are submitted late, misdirected or sent to the wrong email address will not be accepted.
7. All proposals should identify the proposed team of professionals, including those employed by subcontractors, if any, along with respective areas of expertise and relevant credentials. Proposer

should also provide a delineation of the portion of the scope of work for which each of these professionals will be responsible.

8. All proposals should include the proposer's FEIN or Social Security number as evidenced by a W9, downloadable from <https://www.irs.gov/pub/irs-pdf/fw9.pdf>.
9. All proposals should include a completed RFP Response Certification Cover Form, included in this document and available here:
https://assets.simpleviewinc.com/simpleview/image/upload/v1/clients/rhodeisland/RFP_RESPONSE_CERTIFICATION_COVER_FORM_88d2b6a2-2798-4d0f-81b8-cedbe5692088.pdf
10. The purchase of services under an award made pursuant to this RFP will be contingent on the availability of funds and made at the discretion of the Corporation.
11. Awarding this RFP is based on the Evaluation Criteria set forth in this RFP. Vendors are advised, however, that all materials and ideas submitted as part of this proposal and during the performance of any award shall be the property of and owned by the Corporation, which may use any such materials and ideas.
12. Interested parties are instructed to peruse the Corporation's website (www.commerceri.com) on a regular basis, as additional information relating to this solicitation may be released in the form of an addendum to this RFP. Addenda will also be posted to the Rhode Island State Division of Purchases' website at www.ridop.ri.gov.
13. Equal Employment Opportunity (R.I. Gen. Laws § 28-5.1-1, et seq.) – § 28-5.1-1 Declaration of policy – (a) Equal opportunity and affirmative action toward its achievement is the policy of all units of Rhode Island state government, including all public and quasi-public agencies, commissions, boards and authorities, and in the classified, unclassified, and non-classified services of state employment. This policy applies to all areas where State dollars are spent, in employment, public services, grants and financial assistance, and in state licensing and regulation.
14. In accordance with Title 7, Chapter 1.2 of the General Laws of Rhode Island, no corporation organized under the laws of another state or country shall have the right to transact business in Rhode Island until it shall have procured a Certificate of Authority to do so from the Rhode Island Secretary of State (401-222-3040). This is a requirement only of the successful bidder.
15. The proposer should be aware of the State's Minority Business Enterprise (MBE) requirements, which address the State's goal of fifteen percent (15%) participation by MBE's in all procurements, including a minimum of 7.5% participation by minority business enterprises owned and controlled by a minority owner, as defined in § 37-14.1-3, and a minimum of 7.5% participation by minority business enterprises owned and controlled by a woman. For further information, visit the website www.mbe.ri.gov.
16. The Corporation reserves the right to award to one or more Proposers.

Proposal Submission

Responses to this RFP must be received as follows: one (1) electronic (PDF) version must be provided by email to RFP@commerceri.com by **Friday, October 16, 2026 by 5:00pm ET**. Submissions that are late, misdirected or sent to the wrong email address will not be accepted. Each proposal should be not longer than fifteen (15) pages, excluding reasonable exhibits.

Note: To ensure transparency, no phone calls pertaining to this RFP will be accepted.

Questions, interpretations, or clarifications concerning this RFP should be directed by e-mail to RFP@commerceri.com no later than 5:00 pm on Wednesday, September 30, 2026. Responses to questions, interpretations, or clarifications concerning this RFP will be posted online via addendum at www.commerceri.com and www.ridop.ri.gov on, Wednesday, October 7, 2026 to ensure equal awareness of important facts and details.

The Rhode Island Commerce Corporation reserves the right to terminate this solicitation prior to entering into any agreement with any qualified firm pursuant to this Request for Proposal, and by responding hereto, no firms are vested with any rights in any way whatsoever.

Rhode Island Commerce Corporation reserves the right to reject any or all proposals for not complying with the terms of this RFP.

ADDITIONAL REQUIREMENTS

Campaign Finance Compliance

§ 17-27-2. Affidavits required. In connection with contracts for goods or services to be provided at a cost of five thousand dollars (\$5,000) or more between a state vendor and a state agency, whether written or unwritten, the state vendor shall execute, under oath, an affidavit concerning reportable contributions pursuant to chapter 25 of this title. If the state vendor has, within the twenty-four (24) months preceding the date of the contract, contributed an aggregate amount in excess of two hundred fifty dollars (\$250) within a calendar year to any general officer, any candidate for a general office, any member of the general assembly or candidate for the general assembly, or any political party; the state vendor shall file the affidavit with the board of elections and shall list the name of the general officer, member of the general assembly or candidate or political party, the amount and date of each contribution made during the preceding twenty-four (24) months and the total gross amount, in dollars, of contracts entered into between the state vendor and all state agencies during that period of time. Failure to comply may result in civil penalties levied by the Board of Elections in accordance with the applicable statutory provisions. The link for the affidavit is: <https://secure.ricampaignfinance.com/RhodeIslandCF/Public/VendorAffidavit.aspx>

Major State Decision-Maker

Does any Rhode Island “Major State Decision-Maker”, as defined below, or the spouse or dependent child of such person, hold (i) a ten percent or greater equity interest, or (ii) a \$5,000 or greater cash interest in this business?

For purposes of this question, “Major State Decision-Maker” means:

- (i) All general officers; and all executive or administrative head or heads of any state executive agency enumerated in R.I.G.L § 42-6-1 as well as the executive or administrative head or heads of state quasi-public corporations, whether appointed or serving as an employee. The phrase "executive or administrative head or heads" shall include anyone serving in the positions of president, senior vice president, general counsel, director, executive director, deputy director, assistant director, executive counsel or chief of staff;

- (ii) All members of the general assembly and the executive or administrative head or heads of a state legislative agency, whether appointed or serving as an employee. The phrase "executive or administrative head or heads" shall include anyone serving in the positions of director, executive director, deputy director, assistant director, executive counsel or chief of staff; and
- (iii) All members of the state judiciary and all state magistrates and the executive or administrative head or heads of a state judicial agency, whether appointed or serving as an employee. The phrase "executive or administrative head or heads" shall include anyone serving in the positions of director, executive director, deputy director, assistant director, executive counsel, chief of staff or state court administrator.

If your answer is “Yes”, please identify the Major State Decision-Maker, specify the nature of their ownership interest, and provide a copy of the annual financial disclosure required to be filed with the Rhode Island Ethics Commission pursuant to R.I.G.L. §36-14-16, 17 and 18.

Title VI Solicitation Notice:

RIAC, in accordance with the provisions of Title VI of the Civil Rights Act of 1964 (78 Stat. 252, 42 USC §§ 2000d to 2000d-4) and the Regulations, hereby notifies all bidders or offerors that it will affirmatively ensure that any contract entered into pursuant to this advertisement, disadvantaged business enterprises or airport concession disadvantaged business enterprises will be afforded full and fair opportunity -to submit bids in response to this invitation and will not be discriminated against on the grounds of race, color, or national origin (including limited English proficiency), creed, sex (including sexual orientation and gender identity), age, or disability in consideration for an award.

- END OF RFP-

APPENDIX A

PROPOSER ISBE RESPONSIBILITIES AND MBE, WBE, AND/OR DISABILITY BUSINESS ENTERPRISE PARTICIPATION FORM

A. Proposer's ISBE Responsibilities (from 150-RICR-90-10-1.7.E)

1. Proposal of ISBE Participation Rate. Unless otherwise indicated in the RFP, a Proposer must submit its proposed ISBE Participation Rate in a sealed envelope or via sealed electronic submission at the time it submits its proposed total contract price. The Proposer shall be responsible for completing and submitting all standard forms adopted pursuant to 105-RICR-90-10-1.9 and submitting all substantiating documentation as reasonably requested by either the Using Agency's MBE/WBE Coordinator, Division, ODEO, or Governor's Commission on Disabilities including but not limited to the names and contact information of all proposed subcontractors and the dollar amounts that correspond with each proposed subcontract.
2. Failure to Submit ISBE Participation Rate. Any Proposer that fails to submit a proposed ISBE Participation Rate or any requested substantiating documentation in a timely manner shall receive zero (0) ISBE participation points.
3. Execution of Proposed ISBE Participation Rate. Proposers shall be evaluated and scored based on the amounts and rates submitted in their proposals. If awarded the contract, Proposers shall be required to achieve their proposed ISBE Participation Rates. During the life of the contract, the Proposer shall be responsible for submitting all substantiating documentation as reasonably requested by the Using Agency's MBE/WBE Coordinator, Division, ODEO, or Governor's Commission on Disabilities including but not limited to copies of purchase orders, subcontracts, and cancelled checks.
4. Change Orders. If during the life of the contract, a change order is issued by the Division, the Proposer shall notify the ODEO of the change as soon as reasonably possible. Proposers are required to achieve their proposed ISBE Participation Rates on any change order amounts.
5. Notice of Change to Proposed ISBE Participation Rate. If during the life of the contract, the Proposer becomes aware that it will be unable to achieve its proposed ISBE Participation Rate, it must notify the Division and ODEO as soon as reasonably possible. The Division, in consultation with ODEO and Governor's Commission on Disabilities, and the Proposer may agree to a modified ISBE Participation Rate provided that the change in circumstances was beyond the control of the Proposer or the direct result of an unanticipated reduction in the overall total project cost.

B. MBE, WBE, AND/OR Disability Business Enterprise Participation Plan Form:

Attached is the MBE, WBE, and/or Disability Business Enterprise Participation Plan form. Bidders are required to complete, sign and submit with their overall proposal. Please complete separate forms for each MBE, WBE and/or Disability Business Enterprise subcontractor/supplier to be utilized on the solicitation.

MBE, WBE, and/or DISABILITY BUSINESS ENTERPRISE PARTICIPATION PLAN					
Bidder's Name:					
Bidder's Address:					
Point of Contact:					
Telephone:					
Email:					
Solicitation No.:					
Project Name:					
This form is intended to capture commitments between the prime contractor/vendor and MBE/WBE and/or Disability Business Enterprise subcontractors and suppliers, including a description of the work to be performed and the percentage of the work as submitted to the prime contractor/vendor. Please note that all MBE/WBE subcontractors/suppliers must be certified by the Office of Diversity, Equity and Opportunity MBE Compliance Office and all Disability Business Enterprises must be certified by the Governor's Commission on Disabilities at time of bid, and that MBE/WBE and Disability Business Enterprise subcontractors must self-perform 100% of the work or subcontract to another RI certified MBE in order to receive participation credit. Vendors may count 60% of expenditures for materials and supplies obtained from an MBE certified as a regular dealer/supplier, and 100% of such expenditures obtained from an MBE certified as a manufacturer. This form must be completed in its entirety and submitted at time of bid. Please complete <u>separate forms</u> for each MBE/WBE or Disability Business Enterprise subcontractor/supplier to be utilized on the solicitation.					
Name of Subcontractor/Supplier:					
Type of RI Certification:		☐ MBE ☐ WBE ☐ Disability Business Enterprise			
Address:					
Point of Contact:					
Telephone:					
Email:					
Detailed Description of Work To Be Performed by Subcontractor or Materials to be Supplied by Supplier:					
Total Contract Value (\$):			Subcontract Value (\$):		ISBE Participation Rate (%):
Anticipated Date of Performance:					
I certify under penalty of perjury that the forgoing statements are true and correct.					
Prime Contractor/Vendor Signature				Title	Date
Subcontractor/Supplier Signature				Title	Date

RFP/RFQ RESPONSE CERTIFICATION COVER FORM

Instruction: To fulfill your RFP/RFQ response, this form must be completed, printed, signed and included with your submission.

SECTION 1 - RESPONDENT INFORMATION

RFP/RFQ Number:

RFP/RFQ Title:

RFP/RFQ Respondent Name:

Address:

Telephone:

Fax:

Contact Name:

Contact Title:

Contact Email:

SECTION 2 —DISCLOSURES

RFP/RFQ Respondents must respond to every statement. RFP/RFQ Responses submitted without a complete response may be deemed nonresponsive.

Indicate "Y" (Yes) or "N" (No) for Disclosures 1-4, and if "Yes," provide details below

____ 1. State whether the Respondent, or any officer, director, manager, stockholder, member, partner, or other owner or principal of the Respondent or any parent, subsidiary, or affiliate has been subject to suspension or debarment by any federal, state, or municipal governmental authority, or the subject of criminal prosecution, or convicted of a criminal offense within the previous 5 years. If "Yes," provide details below.

____ 2. State whether the Respondent, or any officer, director, manager, stockholder, member, partner, or other owner or principal of the Respondent or any parent, subsidiary, or affiliate has had any contracts with a federal, state, or municipal governmental authority terminated for any reason within the previous 5 years. If "Yes," provide details below.

____ 3. State whether the Respondent, or any officer, director, manager, stockholder, member, partner, or other owner or principal of the Respondent or any parent, subsidiary, or affiliate has been fined more than \$5000 for violation(s) of any Rhode Island environmental law(s) by the Rhode Island Department of Environmental Management within the previous 5 years. If "Yes," provide details below.

____ 4. State whether any officer, director, manager, stockholder, member, partner, or other owner or principal of the Respondent is serving or has served within the past two calendar years as either an appointed or elected official of any state governmental authority or quasi-public corporation, including without limitation, any entity created as a legislative body or public or state agency by the general assembly or constitution of this state.

Disclosure details (continue on additional sheets if necessary):

SECTION 3 —OWNERSHIP DISCLOSURE

Respondents must provide all relevant information. Respondent proposals submitted without a complete response may be deemed nonresponsive.

If the Respondent is publicly held, the Respondent may provide owner information about only those stockholders, members, partners, or other owners that hold at least 10% of the record or beneficial equity interests of the Respondent; otherwise, complete ownership disclosure is required.

List each officer, director, manager, stockholder, member, partner, or other owner or principle of the Respondent, and each intermediate parent company and the ultimate parent company of the Respondent. For each individual, provide his or her name, business address, principal occupation, position with the Respondent, and the percentage of ownership, if any, he or she holds in the Respondent, and each intermediate parent company and the ultimate parent company of the Respondent.

SECTION 4 —CERTIFICATIONS

Respondents must respond to every statement. Responses submitted without a complete response may be deemed nonresponsive.

Indicate "Y" (Yes) or "N" (No), and if "No," provide details below.

THE RESPONDENT CERTIFIES THAT:

___ 1. The Respondent will immediately disclose, in writing, to the Rhode Island Commerce Corporation any potential conflict of interest which may occur during the term of any contract awarded pursuant to this solicitation.

___ 2. The Respondent possesses all licenses and anyone who will perform any work will possess all licenses required by applicable federal, state, and local law necessary to perform the requirements of any contract awarded pursuant to this solicitation and will maintain all required licenses during the term of any contract awarded pursuant to this solicitation. In the event that any required license shall lapse or be restricted or suspended, the Respondent shall immediately notify the Rhode Island Commerce Corporation in writing.

___ 3. The Respondent will maintain all required insurance during the term of any contract pursuant to this solicitation. In the event that any required insurance shall lapse or be canceled, the Respondent will immediately notify the Rhode Island Commerce Corporation in writing.

___ 4. The Respondent understands that falsification of any information in its RFP/RFQ response or failure to notify the Rhode Island Commerce Corporation of any changes in any disclosures or certifications in this Respondent Certification may be grounds for suspension, debarment, and/or prosecution for fraud.

___ 5. The Respondent has not paid and will not pay any bonus, commission, fee, gratuity, or other remuneration to any employee or official of the Rhode Island Commerce Corporation or the State of Rhode Island or any subdivision of the State of Rhode Island or other governmental authority for the purpose of obtaining an award of a contract pursuant to this solicitation. The Respondent further certifies that no bonus, commission, fee, gratuity, or other remuneration has been or will be received from any third party or paid to any third party contingent on the award of a contract pursuant to this solicitation.

___ 6. This RFP/RFQ response is not a collusive RFP/RFQ response. Neither the Respondent, nor any of its owners, stockholders, members, partners, principals, directors, managers, officers, employees, or agents has in any way colluded, conspired, or agreed, directly or indirectly, with any other Respondent or person to submit a collusive response to the solicitation or to refrain from submitting response to the solicitation, or has in any manner, directly or indirectly, sought by agreement or collusion or other communication with any other Respondent or person to fix the price or prices in the response or the response of any other Respondent, or to fix any overhead, profit, or cost component of the price in the response or the response of any other Respondent, or to secure through any collusion, conspiracy, or unlawful agreement any advantage against the Rhode Island Commerce Corporation or the State of Rhode Island or any person with an interest in the contract awarded pursuant to this solicitation. The price in the response is fair and proper and is not tainted by any collusion, conspiracy, or unlawful agreement on the part of the Respondent, its owners, stockholders, members, partners, principals, directors, managers, officers, employees, or agents.

___ 7. The Respondent: (i) is not identified on the General Treasurer's list created pursuant to R.I. Gen. Laws § 37-2.5-3 as a person or entity engaging in investment activities in Iran described in § 37-2.5-2(b); and (ii) is not engaging in any such investment activities in Iran.

____ 8. The Respondent will comply with all of the laws that are incorporated into and/or applicable to any contract with the Rhode Island Commerce Corporation.

Certification details (continue on additional sheet if necessary):

Submission by the Respondent of a response pursuant to this solicitation constitutes an offer to contract with the Rhode Island Commerce Corporation on the terms and conditions contained in this solicitation and the response. The Respondent certifies that: (1) the Respondent has reviewed this solicitation and agrees to comply with its terms and conditions; (2) the response is based on this solicitation; and (3) the information submitted in the response (including this Respondent Certification Cover Form) is accurate and complete. The Respondent acknowledges that the terms and conditions of this solicitation and the response will be incorporated into any contract awarded to the Respondent pursuant to this solicitation and the response. The person signing below represents, under penalty of perjury, that he or she is fully informed regarding the preparation and contents of this response and has been duly authorized to execute and submit this response on behalf of the Respondent.

RESPONDENT

Date: _____

Name of Respondent

Signature in ink

Printed name and title of person signing on behalf of Respondent