

**Only firms which have been prequalified by the Office of Financial Management for Fiscal Years 2022-2023 to provide bond counsel services to the Turnpike Authority of Kentucky may submit a response to this Request for Proposals.**

**May 5, 2022**

**Request for Proposals (“RFP”) to Serve as Bond Counsel to the Turnpike Authority of Kentucky during Fiscal Year 2023.**

### **Introduction**

The Office of Financial Management (“OFM”) of the Finance and Administration Cabinet of the Commonwealth of Kentucky (the “Cabinet”), on behalf of the Turnpike Authority of Kentucky (the “Authority” or “TAK”), is requesting proposals from prequalified firms for the professional services of bond counsel for the issuance of bonds during the engagement period ending June 30, 2023.

Pursuant to KRS 45A.850, the Authority seeks to hire **one (1) bond counsel firm** to provide services to the Authority to complete selected financings by the Authority during Fiscal Year 2023. OFM will have the option to extend the contract of the bond counsel firm, on the same terms and conditions, for an additional twelve (12) month period. The Authority intends to issue bonds on a negotiated basis. The firm selection will be determined based upon the final rankings of this RFP.

### **Background**

The 2010 Extraordinary Session of the General Assembly adopted House Bill 3 (The Kentucky Transportation Cabinet Budget), which included authorization for \$400 million of Economic Development Road Revenue Bonds to support projects in the Biennial Highway Construction Plan. The Authority has issued \$350 million of the \$400 million authorization and expects to provide permanent financing for the remaining \$50 million in projects.

On January 13, 2022, the Authority adopted a resolution to issue the remaining \$50 million in authorization as well as up to \$200 million in taxable refunding bonds. The Authority anticipates a possible bond issuance in Fiscal Year 2023.

The Transportation Cabinet’s 2022 Recommended Highway Plan is the vehicle through which major highway improvement projects scheduled for the upcoming biennium are submitted to the General Assembly for approval. The Plan contains many priority operational, maintenance, safety, pavement restoration, and bridge repair projects. The Transportation Cabinet’s Recommended Six-Year Road Plan to the 2022 General Assembly was based on expectations that \$8.5 billion of traditional state and federal highway dollars will be available to address transportation needs throughout the Commonwealth through 2028.

No additional debt authorization was provided by the 2014 through 2022 General Assemblies for highway projects related to this RFP.

House Bill 4 of the 2009 Extraordinary Session of the General Assembly created the Kentucky Public Transportation Infrastructure Authority (“KPTIA”). Any financing via KPTIA is not part of this engagement.

The timing of bond issuances for the Authority will depend on project needs and market conditions. There can be no assurance by the Authority that transactions contemplated in this RFP will be completed during the contract period. Potential economic refunding transactions may be issued separately or combined with new money transactions as circumstances permit.

### **Description of Services Sought**

The primary objectives of the Authority’s bond financings are to:

1. Minimize the costs of funds and the carrying costs associated with unexpended bond proceeds within policy constraints.
2. Maximize the amount and level of legal expertise brought to each transaction.
3. Maximize permissible arbitrage earnings.
4. Minimize budgetary process complications.
5. Minimize future administrative requirements.

The firm engaged to provide bond counsel services to the Authority will be working with OFM, a senior managing underwriting firm and/or a financial advisor firm that will be selected in a similar process as the bond counsel firm. The firm selected to perform these services for the Authority will be responsible for the oversight of the entire bond issue(s). These duties include, but are not limited to, providing legal opinions and legal advice related to debt structuring and disclosure, reviewing preliminary and final official statements, coordinating the sale and closing of the securities, identifying tax issues including arbitrage regulations and ongoing status of project tax exemption, consulting with the Authority, the trustee and the Commonwealth, providing information as requested to the rating agencies, overseeing of printed bond certificates, preparing timely advertisements (notices of sale), drafting and circulating required issuance documents for approval, assisting with compliance of any continuing disclosure requirements (which does include any work related to prior bonds), and preparing official transcripts in a timely manner. Any fees incurred will be payable only upon successful closing of the bond issue.

## **GENERAL INFORMATION**

### **The Turnpike Authority**

The Turnpike Authority was created pursuant to KRS 175 and constitutes a de jure municipal corporation and political subdivision of the Commonwealth. The Turnpike Authority is authorized under the Act, subject to the limitations contained in the Annual or Biennial Appropriations Act and terms of written agreements with the Transportation Cabinet, to construct, reconstruct, maintain, repair and operate turnpike projects, resource recovery road projects, and economic development road projects, to lease such projects to the Transportation Cabinet and to issue its revenue bonds, revenue refunding bonds, revenue notes and revenue bond anticipation notes to finance such projects. The Authority's uninsured ratings for Road Fund supported bonds are "Aa3" with a "stable" outlook from Moody's Investors Service, Inc., "A-" with a "stable" outlook from Standard & Poor's Ratings Services, certain outstanding bonds have an "A+" with a "stable" outlook from Fitch Ratings, and certain outstanding bonds have "AA-" with a "stable" outlook from Kroll. The Turnpike Authority members are the Governor (serving as Chairman), the Lieutenant Governor (serving as Vice Chairman), the Attorney General, the Secretary of the Finance and Administration Cabinet, the Secretary of the Transportation Cabinet, the State Highway Engineer and the Secretary of the Cabinet for Economic Development. The current members of the Turnpike Authority are as follows:

Governor	Andrew G. Beshear
Lieutenant Governor	Jacqueline Coleman
Attorney General	Daniel Cameron
Secretary, Finance and Administration Cabinet	Holly M. Johnson
Secretary, Transportation Cabinet	Jim Gray
Acting State Highway Engineer	James E. Ballinger
Interim Secretary, Cabinet for Economic Development	Larry Hayes

The Executive Director of the Authority is Edgar C. Ross, the Secretary of the Authority is Ryan Barrow, and the Treasurer is Steve Starkweather. OFM serves as staff to the Authority.

### **Debt Service Appropriation Process**

The Commonwealth of Kentucky is statutorily directed to budget on a biennial cycle, with the new biennium beginning July 1 of the even numbered calendar years. The biennium consists of two (2) fiscal years, each fiscal year beginning July 1 and ending June 30 of the next calendar year.

The budget process normally begins in August prior to the start of each new biennium. Each cabinet and agency prepares a budget request for the upcoming biennium, which is submitted to the Office of the State Budget Director ("OSBD"). Each cabinet and agency only requests the amount of new debt service dollars required to support new or expansion projects to be funded via the debt issuance process. Road Fund supported debt service for all existing bonds is requested in the Transportation Cabinet's budget request. Debt service for new projects is estimated using a debt service template which provides rate assumptions

for 7-, 10-, and 20-year bonds issued on a tax-exempt or taxable basis. The OSBD further refines the cabinet and agency budget requests into the Governor's Executive Budget Request, which is then presented to the General Assembly. However, the General Assembly may or may not choose to use the debt service template to estimate debt service for proposed projects. Debt service, which is not expended in the fiscal year for which it is appropriated, cannot be carried forward into the subsequent fiscal year and will lapse.

## **REQUIRED COMPONENTS OF THE PROPOSAL**

**Each response to the RFP must specifically include and address the following items. Failure to comply with the requirements of the RFP will result in the firm's response not being evaluated by the Selection Committee. (See Selection and Notification.)**

### **I. Disclosure**

- A. Certify that there has been no material change to any of the statements and certifications made by the firm in its response to the Request for Qualifications, Section II, Disclosure, issued by OFM on January 13, 2021. In the event there has been a material change, please specify the nature of the change and the impact of the change on the firm and its ability to provide the desired services.
- B. Detail any criminal investigation, indictment, prosecution or other proceeding that has ever been brought against your firm (provide attachment if necessary). Also, describe any civil litigation pending or concluded within the last three years against your firm that would impair the firm's ability to provide the requested services (provide attachments if necessary). Also, describe the nature of any conflicts of interest that you believe may exist or arise.
- C. Disclose any potential conflicts of interest with representing the Commonwealth in this matter, including: any potential conflicts of interest of employees assigned to this project or any potential conflicts with any Authority members. The Commonwealth reserves the unqualified right to disqualify an entity or cancel any contract for any potential conflict of interest issues raised initially and/or during the life of any contract awarded.

## II. Qualifications (80%)

### A. **Relevant Experience of the Firm (20%)**

1. Briefly describe the history and organization of the firm and its municipal finance law department.
2. Provide a discussion of relevant bond counsel experience of the firm for transportation related lease appropriation revenue bonds. Highlight both taxable and tax-exempt experience. Please indicate the date of each relevant transaction.
3. Provide a discussion of relevant bond counsel experience of the firm in the area of Kentucky law, particularly statutes or case law related to a credit similar in nature to TAK.
4. Describe your firm's technological capabilities, for example, communication abilities, software applications and ability to provide transcripts on CD-R Disc.

### B. **Relevant Experience and Qualifications of the Representatives of the Firm (35%)**

1. Provide a discussion of the experience and qualifications of the firm's representatives who would work on the proposed financial transactions. Provide relevant experience the individuals have had on similar issues. Provide the names and resumes of all individuals who would be assigned to work on the issues and identify the lead and tax counsel. Specifically address the firm's intent regarding who would be assigned to be the contact for the Authority should the lead counsel be unable or unavailable to serve the Authority for any reason. **Please note that any changes made to the representation for the Authority must be approved in writing by OFM.**
2. Provide specific references of the firm's and lead counsel's experience with similar issuers. Include names, addresses and telephone numbers.

### C. **Legal Issues Which May Impact the Issuance of Debt by the Authority (25%)**

1. Please identify and discuss any recent general and legal issues the Authority may face or wish to consider which would impact its ability to issue the authorized debt and efficiently achieve its financing objectives.
2. Discuss the current status of federal transportation funding.
3. The Commonwealth intends to move to a paperless bond transaction including digital signatures of bonds. Discuss your firm's position on this

action and any legal issues your firm can identify.

### III. Fee Proposal (Attachment C) (20%)

The Authority is requesting one (1) fee quote on a per \$1,000 bond basis assuming your firm serves as bond counsel for the Authority for a single \$50 million Road Fund lease appropriation revenue bond issue. Please also provide an all-inclusive one-time fee for the creation of a new indenture. Fee proposals will be evaluated utilizing the per-bond fee and indenture fee quotes provided. They will be reviewed independently with 75% of the final weighting for the per-bond fee and 25% of the final weighting for the new indenture fee. The bonds are expected to be issued in a fixed rate mode. Bond counsel fees will be paid only upon completion and closing of the respective bond issue. The fee proposal provided on a per \$1,000 bond basis shall be inclusive of all expenses which shall include copying, faxing, mailing (excluding overnight delivery), telephone, travel and other out-of-pocket expenses. Note that the Commonwealth will require that a minimum of three copies of the transcript of the issue be delivered which includes two (2) to the Commonwealth and one (1) to the Trustee within six months of closing of the issue. OFM requires that one hardbound, and one electronic (CD-R Disc) transcript be provided. The Authority will pay, with written proof, invoices for overnight delivery, transcripts, and notices of sale. No variations from a per \$1,000 bond fee, including graduated scales or divergent minimum or maximum fees, will be accepted. All bond series, supported by the same fund source, under the same indenture, and sold on the same date, will be considered one issue for billing purposes. OFM assumes no responsibility for the actual amount of bonds issued during the contract period. Actual bond issuances, if any, may be greater or less than the assumed amount. The Authority will provide **minimum** compensation of \$15,000 per issuance and **maximum** compensation of \$125,000 per issuance, including any refunding issues.

**The firm's fee proposal must be submitted on Attachment C in a separate e-mail. Failure to adhere to these requirements will result in the Disqualification of the Response.**

#### **Reservation of Rights**

OFM and the Authority reserve the right to:

1. Review and approve any change in staff members significantly involved in any financing during the contract period, and discharge the firm promptly if such personnel changes do not meet the needs of the Authority.
2. Reject any and all proposals with cause.
3. Reject all proposals and seek new proposals when such procedure is reasonably in the best interest of the Authority.
4. Make investigations regarding qualifications of any or all respondents, as the

Selection Committee deems necessary.

5. Request and receive such additional information as the Selection Committee may reasonably require. Failure to comply with such a request will result in disqualification.
6. Waive minor irregularities in this RFP process.
7. Make all submitted proposals and any attached materials available for Open Records requests pursuant to KRS 61.870.

### **Liability**

OFM and the Commission shall not be liable for:

1. Any costs incurred in the preparation or submission of any proposal.
2. Any costs incurred in connection with any interview or negotiation relating to this RFP (i.e., travel, accommodations, etc.).
3. Any disclosure, whether by negligence or otherwise, of any material or information in any form submitted in response to this RFP.

### **Questions**

All questions concerning this RFP must be submitted by e-mail to the address below no later than **2:00 P.M. ET on Wednesday, May 11, 2022**. Any questions submitted, and answers thereto, may be distributed to all prequalified firms at the discretion of the Selection Committee. Please note that questions submitted after the deadline will not receive a response.

### **Submission of Proposals**

**In total, submissions of proposals must be below 55 pages of materials including attachments and shall not use a font size smaller than 12 point.**

Only electronic submission materials will be accepted and must be received no later than **2:00 p.m. ET on Wednesday, May 25, 2022**. **The Commonwealth email servers filter attachments that approach 10 MB**, so proposals under that limit may be submitted to the email address below:

Office of Financial Management  
Turnpike Authority of Kentucky  
Selection Committee Chairperson  
Bond Counsel FY 2023 RFP  
Phone: (502) 564-2924  
E-mail: Debt.OFM@ky.gov

**NOTE: It is recommended that receipt of all submissions be confirmed by the submitter. Proposals received after the stated deadline will NOT be accepted.**

### **Selection and Notification**

The Selection Committee established pursuant to KRS 45A.843 is composed of three (3) OFM staff (voting), two (2) Authority representatives (voting), and one merit employee of the State Auditor of Public Accounts (nonvoting). A majority of the voting members must be merit employees of the Commonwealth. **Proposals will be evaluated for Bond Counsel pursuant to the evaluation criteria outlined on Attachment B.** The Selection Committee will determine whether to hold interviews with proposing firms. The Selection Committee will make a recommendation for selection pursuant to KRS 45A.840 to 45A.879, and KRS 45A.490 to 45A.494. The scoring of proposals is subject to reciprocal preference for a Kentucky resident bidder and preference for a Qualified Bidder. (See Attachment D for KRS 45A.490 to 45A.494 “Kentucky Preference Laws”.)

The Kentucky Revised Statutes and the Kentucky Administrative Regulations referenced in the RFP may be found at <http://www.lrc.ky.gov/>.

### **Contact with Selection Committee Members**

Please note that any contact made by the firm with any member of the Selection Committee, until an award of contract, is required to be disclosed by such Committee member to the entire Committee and will become a part of the permanent file for this selection process which is subject to “open records requests” pursuant to Kentucky Open Records laws.

The Office of Financial Management and the Authority respectfully solicits the submission of a proposal by your firm.

- Attachment A: Outstanding Debt of the Authority as of July 1, 2022
- Attachment B: Evaluation Criteria – Bond Counsel
- Attachment C: Fee Proposal
- Attachment D: Kentucky Preference Laws (KRS 45A.490-494)



## Attachment A

**Turnpike Authority of Kentucky**  
**SCHEDULE OF BONDS OUTSTANDING**  
**as of 7/1/2022**

	<i>AMOUNT</i>	<i>DATE OF</i>	<i>MATURITY</i>	<i>PRINCIPAL</i>
	<i>ISSUED</i>	<i>ISSUE</i>	<i>DATE</i>	<i>OUTSTANDING</i>
2010B	187,640,000.00	6/2010	7/2030	146,775,000.00
2013A	187,625,000.00	10/2013	7/2023	9,100,000.00
2014A	121,325,000.00	6/2014	7/2025	42,270,000.00
2015A	68,880,000.00	7/2015	7/2035	52,495,000.00
2015B	122,005,000.00	7/2015	7/2026	55,740,000.00
2016A	222,670,000.00	4/2016	7/2029	191,025,000.00
2016B	41,980,000.00	12/2016	7/2036	35,155,000.00
2017A	27,415,000.00	8/2017	7/2037	27,415,000.00
2017B	146,920,000.00	8/2017	7/2028	146,350,000.00
2021A	13,580,000.00	10/2021	7/2031	13,580,000.00
2021B	85,895,000.00	10/2021	7/2033	84,070,000.00
2022A	<u>56,875,000.00</u>	4/2022	7/2032	<u>56,875,000.00</u>
	1,282,810,000.00			860,850,000.00

**ATTACHMENT B**

**EVALUATION CRITERIA**

**Turnpike Authority of Kentucky  
Request for Proposals  
Bond Counsel  
Fiscal Year 2023**

	<u>Evaluation Criteria</u>	<u>Weight</u>
1.	Relevant Experience of the Firm	20%
2.	Relevant Experience and Qualifications of the Firm's Representatives	35%
3.	Legal Issues	25%
4.	Fee Proposal	<u>20%</u>
	Total	100%

**ATTACHMENT B**  
**EVALUATION FORM**

**Turnpike Authority of Kentucky**  
**Request for Proposals - Bond Counsel - Fiscal Year 2023**

FIRM: \_\_\_\_\_

REVIEWER: \_\_\_\_\_

Disclosure: \_\_\_\_\_ Yes \_\_\_\_\_ No

1. RELEVANT FIRM EXPERIENCE - (Qualifications, Recent Similar Transactions, Firm Organization)

Score (20 points possible): \_\_\_\_\_

Notes: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2. RELEVANT EXPERIENCE AND QUALIFICATIONS OF FIRM'S REPRESENTATIVES - (Number of staff available, background, individual experience on similar transactions, identification of principal contact, specific firm references)

Score (35 points possible): \_\_\_\_\_

Notes: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. LEGAL ISSUES - (Depth and quality of discussion of pertinent legal issues and demonstration of understanding of the Authority's bonds)

Score (25 points possible): \_\_\_\_\_

Notes: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Total Score (80 points possible)\*: \_\_\_\_\_

\*Scores for fee proposals (20 points possible) will be uniformly assigned by the Committee Chair.

**ATTACHMENT C**

**FEE PROPOSAL**

**Turnpike Authority of Kentucky  
Request for Proposals  
Bond Counsel  
Fiscal Year 2023**

**BOND COUNSEL FEE**

Road Fund Supported:  
Price Per \$1,000 Bond\* = \_\_\_\_\_

**NEW INDENTURE FEE**

New Indenture Fee:  
All inclusive one-time fee = \_\_\_\_\_

Inclusive of all expenses including copying, faxing, mailing\*\*, telephone, travel and other out-of-pocket expenses. The per bond fee quoted will be applicable to all financings and completed during the contract period subject to the minimum and maximum fees stated below.

Minimum fee = \$ 15,000  
Maximum fee = \$125,000

\*For evaluation purposes assume a single bond issue of \$50 million.

\*\*Note: The Authority will reimburse counsel for necessary overnight mail expenses and for the cost of final transcripts in addition to the quoted fee. Bond advertising will be a pass through expense and will be billed separate of the bond counsel fee.

\_\_\_\_\_  
SIGNED

\_\_\_\_\_  
DATE

\_\_\_\_\_  
FIRM NAME

**NOTE: THIS FORM MUST BE USED WHEN SUBMITTING YOUR FEE PROPOSAL FOR BOND COUNSEL AND MUST BE SUBMITTED IN A SEPARATE E-MAIL. FAILURE TO COMPLY WITH THE REQUIREMENTS OF THIS RFP WILL RESULT IN THE FIRM'S RESPONSE NOT BEING EVALUATED BY THE SELECTION COMMITTEE.**

## **ATTACHMENT D**

### **Kentucky Preference Laws (KRS 45A.490-494)**

The scoring of bids/proposals is subject to Reciprocal preference for Kentucky resident bidders and Preferences for a Qualified Bidder. \*Vendors not claiming resident bidder or qualified bidder status need not submit the corresponding affidavit.

#### **Reciprocal preference for Kentucky resident bidders**

##### **KRS 45A.490 Definitions for KRS 45A.490 to 45A.494.**

As used in KRS 45A.490 to 45A.494:

- (1) "Contract" means any agreement of a public agency, including grants and orders, for the purchase or disposal of supplies, services, construction, or any other item; and
- (2) "Public agency" has the same meaning as in KRS 61.805.

##### **KRS 45A.492 Legislative declarations.**

The General Assembly declares:

- (1) A public purpose of the Commonwealth is served by providing preference to Kentucky residents in contracts by public agencies; and
- (2) Providing preference to Kentucky residents equalizes the competition with other states that provide preference to their residents.

##### **KRS 45A.494 Reciprocal preference to be given by public agencies to resident bidders -- List of states -- Administrative regulations.**

- (1) Prior to a contract being awarded to the lowest responsible and responsive bidder on a contract by a public agency, a resident bidder of the Commonwealth shall be given a preference against a nonresident bidder registered in any state that gives or requires a preference to bidders from that state. The preference shall be equal to the preference given or required by the state of the nonresident bidder.
- (2) A resident bidder is an individual, partnership, association, corporation, or other business entity that, on the date the contract is first advertised or announced as available for bidding:
  - (a) Is authorized to transact business in the Commonwealth; and
  - (b) Has for one (1) year prior to and through the date of the advertisement, filed Kentucky corporate income taxes, made payments to the Kentucky unemployment insurance fund established in KRS 341.490, and maintained a Kentucky workers' compensation policy in effect.
- (3) A nonresident bidder is an individual, partnership, association, corporation, or other business entity that does not meet the requirements of subsection (2) of this section.
- (4) If a procurement determination results in a tie between a resident bidder and a nonresident bidder, preference shall be given to the resident bidder.

(5) This section shall apply to all contracts funded or controlled in whole or in part by a public agency.

(6) The Finance and Administration Cabinet shall maintain a list of states that give to or require a preference for their own resident bidders, including details of the preference given to such bidders, to be used by public agencies in determining resident bidder preferences. The cabinet shall also promulgate administrative regulations in accordance with KRS Chapter 13A establishing the procedure by which the preferences required by this section shall be given.

(7) The preference for resident bidders shall not be given if the preference conflicts with federal law.

(8) Any public agency soliciting or advertising for bids for contracts shall make KRS 45A.490 to 45A.494 part of the solicitation or advertisement for bids.

The reciprocal preference as described in KRS 45A.490-494 above shall be applied in accordance with 200 KAR 5:400.

### **Determining the residency of a bidder for purposes of applying a reciprocal preference**

Any individual, partnership, association, corporation, or other business entity claiming resident bidder status shall submit along with its response the attached Required Affidavit for Bidders, Offerors, and Contractors Claiming Resident Bidder Status. The BIDDING AGENCY reserves the right to request documentation supporting a bidder's claim of resident bidder status. Failure to provide such documentation upon request shall result in disqualification of the bidder or contract termination.

A nonresident bidder shall submit, along with its response, its certificate of authority to transact business in the Commonwealth as filed with the Commonwealth of Kentucky, Secretary of State. The location of the principal office identified therein shall be deemed the state of residency for that bidder. If the bidder is not required by law to obtain said certificate, the state of residency for that bidder shall be deemed to be that which is identified in its mailing address as provided in its bid.

**REQUIRED AFFIDAVIT FOR BIDDERS, OFFERORS AND CONTRACTORS**  
**CLAIMING RESIDENT BIDDER STATUS**

**FOR BIDS AND CONTRACTS IN GENERAL:**

The bidder or offeror hereby swears and affirms under penalty of perjury that, in accordance with KRS 45A.494(2), the entity bidding is an individual, partnership, association, corporation, or other business entity that, on the date the contract is first advertised or announced as available for bidding:

1. Is authorized to transact business in the Commonwealth;
2. Has for one year prior to and through the date of advertisement
  - a. Filed Kentucky income taxes;
  - b. Made payments to the Kentucky unemployment insurance fund established in KRS 341.49; and
  - c. Maintained a Kentucky workers' compensation policy in effect.

The BIDDING AGENCY reserves the right to request documentation supporting a bidder's claim of resident bidder status. Failure to provide such documentation upon request shall result in disqualification of the bidder or contract termination.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date

Company Name \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Subscribed and sworn to before me by \_\_\_\_\_  
(Affiant) (Title)

of \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.  
(Company Name)

\_\_\_\_\_  
Notary Public

[seal of notary]

My commission expires: \_\_\_\_\_