

REQUEST FOR PROPOSALS #0006
BOND CREDIT RATINGS
OFFICE OF THE STATE COMPTROLLER
RESPONSES TO QUESTIONS

AMENDED 8/5/25

The official responses to questions submitted pursuant to the above-captioned procurement are listed below. Responses are in **bold blue type**.

Question #1: As it relates to attachment E, we have provided ratings for hundreds of issuers within the State of New York. Is the intention that we provide reference to every single one or is three (3) sufficient if we include the State (DOB), a State Authority, and a New York local governmental issuer?

Response: Three references are sufficient (see RFP Section 6.2.E) which provides that proposers must “Submit references using Attachment E (References) from *three* clients. If the Proposer has provided services to any New York State public authority or local government issuer, the entity must be included as *one of the references*.”

Question #2: Due to regulatory reasons, we are unable to provide a flash drive. As an alternative, is there an option to submit this RFP online?

Response: There is no option to submit a response to this RFP online. Proposers may submit paper copies of the complete administrative, technical, and cost proposals. See RFP Section 7.1.B (Option #2: Paper) for an outline of the paper submission of a proposal. While OSC requests that the Proposer also submit a USB flash drive with scanned copies of the proposals, it is not required. However, if the paper copy omits any required proposal elements and a USB flash drive is not included, such omission could be considered a material deficiency which could result in the disqualification of the proposal.

Question #3: As it relates to section MQ3, when referring to "state-level municipal bond issuers, is the OSC specifically referring to New York State-level municipal bond issuers? Also, the request for information in MQ3 appears similar to the request for information in A4. If that is not accurate, are you able to elaborate on the difference between the two (2) requests?

Response: “State-level municipal bond issuers” is not limited to issuances within New York State. Any state-level municipal bond issuer across any U.S. jurisdiction would be sufficient, provided they meet the stated \$300 million minimum par amount threshold.

MQ3 and A4 are similar. However, MQ3 is pass/fail; A4 will be scored. The three transactions submitted for MQ3 may be included in response to section A4, along with any other transaction that satisfies section A4’s criteria.

Question #4: Looking specifically at pages 21 and 60 relating to signatory on this RFP, the guidance obtained from our legal counsel to date is that we do not standardly sign these documents as it says we will comply with the various New York State policies. However, as an alternative, we can add an Appendix and include our policies that are relevant to the request. Would this be sufficient for the OSC?

Response: No, that is not sufficient. These are material requirements of the RFP and will not be waived or amended by OSC.

Question #5: Lastly, we sought guidance from our legal counsel on section 2.5.C (pages 4-5). This section states we would need to agree to the State's contracting agreement. We would not be able to agree to that as the rating application and any side letter would be the sole document governing the provision of our rating services. As an alternative, we can include a copy of the rating application in the response. Would this be a sufficient alternative for the OSC?

Response: No, that would not be sufficient. See response to Question #6.

Question #6: We typically engage on our own form of agreement, (including for State of New York DOB and New York MTA) and have not been required to use the requestor's form of agreement before. Is there flexibility to use our form of agreement instead of the State's form?

Response [Amended 8/5/25]: OSC is subject to strict legal requirements when contracting for services, including those set forth in NYS Finance Law. Many of those statutes may not apply to NYS public authorities who are governed by NYS Public Authorities Law. While a NYS agency may negotiate certain terms and conditions, it may not substantially alter the specifications of the solicitation. In accordance with NYS law (and supported by NYS case law, Comptroller opinions, and the NYS Procurement Guidelines), a NYS agency must reject any proposal that fails to materially comply with RFP requirements. For example, see *Ops St Comp No. 20010182*, stating that, "Entering into a contract which materially varies from the bid specifications would have the effect of altering the specifications after the bidding process and would give the successful bidder an unfair advantage" [citations omitted].

The RFP requires that every proposer be willing to enter into an agreement substantially in accord with the terms of the attached draft contract and agree to the terms set forth in Appendix A. Appendix A must be attached to all NYS agency contracts (see 2 NYCRR 7.2[b]). Both the draft contract and Appendix A contain language referencing applicable statutes. OSC has no authority to waive the application of those laws to these services, and an agreement by OSC to accept a vendor's terms rather than those attached to the RFP would be a material variance to the RFP requirements and, therefore, is not permitted.

As stated in the RFP (see RFP Section 2.5.C and Attachment A), Proposers must be willing to enter into a contract substantially in accordance with the terms of Attachment F (Draft Contract) should the Proposer be selected for contract award.

OSC may consider limited and reasonable modifications to the Draft Contract in alignment with industry standards, so long as such proposed modifications do not reduce any of the State's rights

and protections or increase the State's obligations. No proposed modifications will be incorporated into the final contract unless expressly accepted by OSC in writing.

OSC prefers that Proposers submit such proposed modifications to the Draft Contract as an attachment to the Administrative Proposal (see RFP Section 6.1 Administrative Proposal).

OSC cannot waive statutory requirements or limitations.