

**REQUEST FOR PROPOSAL
FOR PROFESSIONAL SERVICES
2025**



SUBMISSION DEADLINE: November 13, 2024

ADDRESS ALL QUALIFIED STATEMENTS TO:

Jenna Jankowski, RMC, CMR
Municipal Clerk
Borough Hall
1701 N. Ocean Avenue
Seaside Park, NJ 08752

BOROUGH OF SEASIDE PARK

REQUEST FOR PROPOSAL
FOR PROFESSIONAL SERVICES
2025

CONTRACT NO. 2025-16

CONTRACT NAME: Financial Advisor Planners

THE HONORABLE John A. Peterson, Mayor

SEASIDE PARK BOROUGH COUNCIL

Martin Wilk Jr., Council President

Ray Amabile

Joseph Connor

Gina Condos

Jerry Rotonda

William Kraft

GENERAL INFORMATION & SUMMARY

ORGANIZATION REQUESTING PROPOSALS

Borough of Seaside Park
1701 N. Ocean Avenue
Seaside Park, NJ 08752

CONTACT PERSON

Jenna Jankowski
Municipal Clerk

PURPOSE OF REQUEST

The Borough of Seaside Park is soliciting proposals from interested persons and/or firms for the provision of professional services for the calendar year 2025, as more particularly described herein. Proposals are being solicited through a Fair and Open Process in accordance with N.J.S.A 19:44A-20.1 et.seq. The Borough of Seaside Park will review proposals only from those persons and/or firms that submit a proposal which includes all the information required to be included as described herein, as determined in the sole and absolute discretion of the Borough of Seaside Park. The Borough of Seaside Park intends to qualify persons and/or firms that (a) possess the professional, financial and administrative capabilities to provide the proposed services, and (b) will agree to work under the compensation terms and conditions determined by the Borough of Seaside Park to provide the greatest benefit to the taxpayers of the Borough of Seaside Park. The services of successful respondents may be procured as soon as January 1, 2025.

CONTRACT FORM

If selected, a respondent shall be required to submit a formal contract to the Borough of Seaside Park for execution and will include, among other things, indemnification, insurance, termination, and licensing provisions.

REQUIREMENTS FOR ALL PROFESSIONAL SERVICES

1. Proposals will be accepted for the specific professional services set forth in the Public Notice.
2. All proposals shall be submitted to Jenna Jankowski, RMC, CMR, 1701 N. Ocean Avenue, Seaside Park, New Jersey 08752 no later than November 13, 2024, at 10:00 am. **A total of THREE (3) proposals -2 Hard Copies and 1 on digital media of each proposal must be submitted.**
3. All proposals shall include, at a minimum: the name, address, email address, telephone number, and all the contact information of the person or firm making the proposal; a current resume or curriculum vitae; a statement of qualifications, including all applicable professional licenses held and current professional affiliations; a statement of experience in rendering such professional services to public entities; and a proposal for compensation or a schedule of fees to be charged for such professional services.
4. All proposals will be evaluated by the Borough of Seaside Park Mayor & Council, except for proposals for professional services to be rendered to the Seaside Park Planning Board. Such proposals will be forwarded to the body for evaluation and determination.
5. Proposals will be evaluated by the Borough of Seaside Park Mayor & Council and its agencies on the basis of the proposals deemed to be most advantageous, price and other factors considered. The evaluation will consider:
 - a. Experience and reputation in the field;
 - b. Knowledge of municipal government;
 - c. Availability to accommodate any required meetings;
 - d. Support staff availability, where applicable; and
 - e. Compensation proposal;
 - f. Other factors, is determined to be in the best interest of the Borough of Seaside Park.

6. GENERAL TERMS AND CONDITIONS

- a. The Borough of Seaside Park reserves the right to reject any Proposal in whole or in part or to waive any informality, unless otherwise specified by the respondent, to accept any item, items or services in the proposals should it be deemed in the best interest of the Borough of Seaside Park to do so.
- b. The respondent shall maintain sufficient insurance to protect against All claims under Workmen's Compensation, General, Professional, and Automobile Liability.
- c. Each Proposal must be signed by the person authorized to do so.
- d. The checklist, affidavits, notices and the like presented at the end of this RFP are a part of this RFP and shall be completed and submitted as a part of the Proposal.

APPOINTMENT OF Financial Advisor Planners

Shall be appointed by the Mayor with the advice and consent of Council to serve as the official Financial Advisor Planners, other firms may be appointed by the Mayor with the advice and consent of Council, for a term of one (1) year, to perform legal services for the Borough of Seaside Park including but not limited to those services as described in this document.

PERIOD OF CONTRACT

It is anticipated this contract may commence on or around January 1, 2025 and conclude on December 31, 2025.

PAYMENT

The Borough shall not make any payments in advance for the services required by the RFP.

INSURANCE/BACKGROUND CHECKS

The Consultant is responsible to conduct adequate background checks on all employees and/or sub Contractors working at Borough facilities. Consultants and/or subcontractors must be bonded, show proof of insurance coverage naming the Borough as an additional insured, and workers' compensation insurance.

INSURANCE

The Consultant shall maintain during the life of the contract, insurance policies of the type and with the minimum limits indicated below and in a form satisfactory to the municipality. The Consultant shall provide a certified copy of the policies and/or certificates of insurance satisfactory to the municipality prior to the commencement of work. The consultant must maintain Workers' Compensation insurance in accordance with the laws of the State of New Jersey. The Consultant shall also have and maintain Employers Liability Insurance. Commercial General Liability insurance coverage, written on an occurrence basis must not be altered by any endorsements limiting coverage. Limits of liability shall not be less than \$1,000,000. Municipality must be named as an additional insured.

DESCRIPTION OF REQUIRED SERVICES

The Borough of Seaside Park is seeking the services of an independent Financial Advisor to provide management advice on fiscal matters and to assist in the issuance of its debt.

The functions enumerated are not meant to be limiting. It is expected the Financial Advisor will do those things and provide advice appropriate to assure a successful financing and as otherwise requested.

- Review existing debt structure and assist in developing a debt financing plan;
- Develop detailed financing timetable;
- Coordinate the financing team;
- Assist in and/or review of the preliminary and final official statements;
- Presentation to bond rating agencies;
- Monitor market and provide analysis regarding timing, comparable sales and structure of debt issues;
- Provide updated debt service schedules;
- Create summary reports of debt issuances;
- Assist in and/or review and filing of 15c2-12 annual reports; and
- Provide ongoing advice to management regarding financial and budgetary matters.

Please attach your fee schedule for providing the Scope of Services requested. Include a description and estimate of any out-of-pocket expenses related to this engagement. Please discuss any factors which you believe are relevant to the Borough's selection of your firm.

MINIMUM QUALIFICATIONS AND RESPONSE REQUIREMENTS

The minimum threshold criteria that will be utilized for evaluation of the responses shall be as follows:

1. Must be licensed to practice law in the State of New Jersey and appear before all State and Federal courts and administrative offices of the State of New Jersey for a period of not less than five years preceding appointment.
2. Must have a Certificate of Authorization if a corporation.
3. Experience representing a Municipality in a community with demographics similar to the Seaside Park for a minimum of five years.
4. Must have sufficient support staff to provide all services requested by the Borough.
5. Must list past and present public entities represented and any related issues.
6. Must provide a detailed description of the company's qualifications and experience, including resumes of personnel who will be assigned to provide services to Seaside Park.
7. A statement that applicant complies with the New Jersey Law Against Discrimination, N.J.S.A. 10:5-1, et. seq., and the Affirmative Action Law of the State of New Jersey, P.L. 1975 C. 127; N.J.S.A. 10:5-31 et seq. and N.J.A.C. 17:27 and of P.L. 1963, c. 150 (Prevailing Wage) and Americans with Disabilities Act of 1990 (42 U.S.C. 12101, et seq.); and N.J.S.A. 19:44A-20.4 et. seq. of the New Jersey Local Unit Pay to Play Law.

EXPERIENCE SHEET

The Consultant is required to submit below detailed evidence that he/she is a competent organization which has constructed work similar in amount, value, cost character and proportions, and the necessary financial resources to perform the work in a satisfactory manner. Specifically, identify client size and specific examples of similarities with the scope of services required under the technical specification.

Year	Type of Work	Contract Amount	Name & Address of Borough (other organization)
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CONSULTANT

TITLE

CONSULTANTS RESPONSE SECTION

In its proposal, the vendor must include responses to all of the following:

Failure to submit the following documents is a mandatory cause for the proposal to be rejected.

REQUIRED ITEMS	INITIAL
An executive summary of not more than two pages identifying and substantiating why the vendor is best qualified to provide the requested services.	
A staffing plan listing those persons who will be assigned to the engagement if the vendor is selected, including the designation of the person who would be the vendor's officer responsible for all services required under the engagement. This portion of the proposal should include the relevant resume information for the individuals who will be assigned. This information should include, at a minimum, a description of the person's relevant professional experience, years and type of experience, and a number of years with the vendor.	
A description of the vendor's experience in performing services of the type described in the technical specification. Specifically, identify client size and specific examples of similarities with the scope of services required under technical specification.	
The location of the office, if other than the vendor's main office, at which the vendor proposes to perform the services required under technical specification. Describe your presence in New Jersey.	
Provide references including contact names, titles, addresses, and phone numbers.	
In its proposal, the vendor must identify any existing or potential conflicts of interest, and disclose any representation of parties or other relationships that might be considered a conflict of interest with regard to this engagement, or the BOROUGH.	
Documentation that the vendor meets the minimum qualifications for the position as outlined.	

PROPOSAL DOCUMENT SUBMISSION CHECKLIST

**Failure to submit the following documents may be a cause for the proposal to be rejected.
(N.J.S.A. 40A:11-23.1b.)**

REQUIRED WITH THE SUBMISSION OF PROPOSAL	INITIAL
Non-Collusion Affidavit (properly notarized)	
Disclosure of Ownership	
Disclosure Statement	
Affirmative Action Statement	
Business Registration Certificate (N.J.S.A. 52:32- 44/P.L. 2009 c.315)	
Debarred, Suspended & Disqualification	
Fee Proposal	

The following items, shall be required after award of the contract:

Certification of Insurance

Signed Contracts

SIGNATURE: The undersigned hereby acknowledges and has submitted the above-listed requirements.

Name of CONSULTANT: _____ **Signature:** _____

OWNER DISCLOSURE INFORMATION

Set forth below are the names and addresses of all owners of 10% or more of the proposing business entity.

Name: _____

Address: _____

Name: _____

Address: _____

Name: _____

Address: _____

Name: _____

Address: _____

Name: _____

Address: _____

Name: _____

Address: _____

Name: _____

Address: _____

Name: _____

Address: _____

NAME OF BUSINESS ENTITY

SIGNATURE

TITLE

Notary Public of

My Commission Expires: _____, 20__.

DISCLOSURE STATEMENT
(To be submitted with Qualification Statement)

- (a) Is or was anyone in your firm or company a member of Seaside Park governing body within the last calendar year or a member of his/her immediate family? If yes, then provide the name of the individual below and his/her relationship.**

Yes _____

No _____

Name

Position

Relationship

- (b) Has any principal/partner of your firm been convicted of an indictable offense? If yes, then please Provide further explanation and copies of any relative documents.**

Yes _____

No _____

Name

Position

Relationship

- (c) Has any individual who would provide service under this contract ever been sanctioned by the appropriate licensing board?**

Yes _____

No _____

Name

Position

Term

- (d) Has the firm been found liable for professional malpractice in the last 5 years?**

Yes _____

No _____

Reason for Action:

- (e) Has any member of your firm ever been barred from doing business with any state, Seaside Park or municipal government? If yes, then please provide further written explanation including date and copies of relevant documentation.**

Yes _____

No _____

Name

**State, County or
Municipality**

Date

- (f) Has your firm sued Seaside Park in the past five (5) years? If yes, then please identify the matter/case and provide further written explanation including date and copies of relevant documents.**

Yes

No

Name

Date

By

Title

(REVISED 9/105)

MANDATORY EQUAL EMPLOYMENT OPPORTUNITY LANGUAGE
N.J.S.A.10:5-31 et seq. N.J.A.C.17:27

GOODS, PROFESSIONAL SERVICES AND GENERAL SERVICE CONTRACTS

During the performance of this contract, the contractor agrees as follows:

The contractor or subcontractor, where applicable, will not discriminate against any employee or applicant for employment because of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation or sex. Except with respect to affectional or sexual orientation, the contractor will affirmative action to ensure that such applicants are recruited and employed, and that employees are treated during employment, without regard to their age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation or sex. Such action shall include, but not be limited to the following: employment, upgrading, demotion, or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. The contractor agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the Public Agency Compliance Officer setting forth provisions of this nondiscrimination clause.

The contractor or subcontractor, where applicable will, in all solicitations or advertisements for employees placed by or on behalf of the contractor, state that all qualified applicants will receive consideration for employment without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation or sex.

The contractor or subcontractor, where applicable, will send to each labor union or representative or workers with which it has a collective bargaining agreement or other contract or understanding, a notice, to be provided by the agency contracting officer advising the labor union or workers' representative of the contractor's commitments under this act and shall post copies of the notice in conspicuous places available to employees and applicants for employment.

The contractor or subcontractor, where applicable, agrees to comply with any regulations promulgated by the Treasurer pursuant to N.J.S.A.10:5-31 et seq. as amended and supplemented from time to time and the Americans with Disabilities Act.

The contractor or subcontractor agrees to make good faith efforts to employ minority and women workers consistent with the applicable county employment goals established in accordance with N.J.A.C. 17:27-5.2, or a binding determination of the applicable county employment goals determined by the Division, pursuant to N.J.A.C.17:27-5.2.

The contractor or subcontractor agrees to inform in writing its appropriate recruitment agencies including, but not limited to, employment agencies, placement bureaus, colleges, universities, labor unions, that it does not discriminate on the basis of age, creed, color, national origin, ancestry, marital status, affectional or sexual orientation or sex, and that it will discontinue the use of any recruitment agency which engages in direct or indirect discriminatory practices. The

Contractor or subcontractor agrees to revise any of its testing procedures, if necessary, to assure that all personnel testing conforms with the principles of job-related testing, as established by the statutes and court decisions of the State of New Jersey and as established by applicable Federal law and applicable Federal court decisions.

In conforming with the applicable employment goals, the contractor or subcontractor agrees to review all procedures relating to transfer, upgrading, downgrading and layoff to ensure that all such actions are taken without regard to age, creed, color, national origin, ancestry, marital status, affectional or sexual orientation or sex, consistent with the statutes and court decisions of the State of New Jersey, and applicable Federal law and applicable Federal court decisions.

The contractor shall submit to the public agency, after notification of award but prior to execution of a goods and services contract, one of the following three documents:

**Letter of Federal Affirmative Action Plan
Approved Certificate of Employee Information Report
Employee Information Report Form AA302**

The contractor and its subcontractors shall furnish such reports or other documents to the Div. of Contract Compliance and EEO as may be requested by the Division from time to time in order to carry out the purposes of these regulations, and public agencies shall furnish such information as may be requested by the Div. of Contract Compliance & EEO for conducting a compliance investigation pursuant to **Subchapter 10 of the Administrative Code at N.J.A.C. 17:27.**

Signature

Title

Company Name

DEBARRED, SUSPENDED AND DISQUALIFIED CONSULTANT AFFIDAVIT

STATE OF NEW JERSEY)

)

COUNTY OF)

I, _____ of the BOROUGH of _____, in the County of _____ and the State of being of full age, being duly sworn according to law on my oath depose and say:

I am, an officer of the firm(s) of _____, the Consultant making the proposal for the above-named work; I executed the said proposal with full authority to do so; said Consultant at the time of making this proposal {as applicable, insert "is" or "is not"} included on the State of New Jersey, State Treasurer's List of Debarred, Suspended and Disqualified Consultants; and all statements contained in said proposal and in this affidavit are true and correct and made with the full knowledge that the Borough of Seaside Park as the Local Unit relies upon the truth of the statements contained in said proposal and in the statements contained in this affidavit in awarding the contract for said work:

- I. Has not been suspended, debarred, voluntarily excluded or determined ineligible by any Federal, state or local government agency within the past 3 years;
- II. Does not have a proposed debarment pending; and
- III. Has not been indicted, convicted, or had a civil judgment rendered against (it) by a court of Competent jurisdiction in any matter involving fraud or official misconduct within the past 3 years.

The undersigned further warrants that should the name of the firm making this proposal appear on the State Treasurer's List of Debarred, Suspended and Disqualified Consultants at any time prior to, and during the life of the contract, including the Guaranteed Period, that the Local Unit shall be immediately so notified by the signatory of this Eligibility Affidavit.

The undersigned understands that the firm making the proposal as a Consultant is subject to debarment, suspension and/or disqualification in contracting with the State of New Jersey and the Department of Environmental Protection if the Consultant, pursuant to N.J.A.C. 7:1-5.2, commits any of the acts listed therein, and as determined according to applicable law and regulation.

(Insert Exceptions - For any exception noted, indicate to whom it applies, initiating agency, and dates of action. Providing false information may result in criminal prosecution or administrative sanctions. If no exceptions, insert "None".)

Subscribed and Sworn

Before me this _____ day

Of _____, 20____.

Name and address of Consultant

Name and Title of Affiant

Signed: _____

By: _____

(Signature of Officer or Individual)

If Consultant is:

An Individual

By _____ (SEAL)
(Individual's Name)

Doing business as _____

Business Address: _____

Phone Number: _____

A Partnership

By _____ (SEAL)
(Firm Name)

(General Partner)

Business Address: _____

Phone Number: _____

A Corporation

By _____ (SEAL)
(Corporation Name)

(State of Incorporation)

By _____
(Name of Person Authorized to Sign)

(Title)

(Corporate Seal)

Attest _____
(Secretary)

Business Address: _____

Phone Number: _____

A Joint Venture

By _____
(Name)

(Address)

By _____
(Name)

(Address)

(Each joint venture must sign. The manner of signing for each individual, partnership, and corporation that is party to the joint venture should be in the manner indicated above)

STANDARD BID DOCUMENT REFERENCE						
Name of Form	DISCLOSURE OF INVESTMENT ACTIVITIES IN IRAN					
Statutory Reference	N.J.S.A. 52:32-55 et seq. N.J.S.A. 40A:11-2.1 N.J.S.A. 18A:18A-49.4					
Applicability		Y/N		Mandatory	Optional	N/A
	LPCL	Y	Goods and Services	X		
	PSCL	Y	Construction			X
Instructions Reference						
Description	P.L. 2012, c.25 prohibits the awarding of State and local public contracts for goods and services with persons or entities engaging in certain investment activities in energy or finance sectors of Iran. Prior to contract award, vendors and contractors must certify that neither they nor any parent entity, subsidiary, or affiliate is listed on the New Jersey Department of the Treasury's list of entities determined to be engaged in prohibited activities in Iran pursuant to P.L. 2012, c. 25 ("Chapter 25 List").					

The Certification form requires the insertion of contracting unit identification information which should be filled in (in italics on the form) prior to its use.

Disclosure of Investment Activities in Iran

Person or Entity

Part 1: Certification

COMPLETE PART 1 BY CHECKING EITHER BOX.

Pursuant to Public Law 2012, c. 25, any person or entity that is a successful bidder or proposer, or otherwise proposes to enter into or renew a contract, must complete the certification below to attest, under penalty of perjury, that neither the person or entity, nor any parent entity, subsidiary, or affiliate is identified on the State Department of Treasury's Chapter 25 list as a person or entity engaging in investment activities in Iran. The list is found on Treasury's website at www.state.nj.us/treasury/purchase/pdf/Chapter25List.pdf.

The Chapter 25 list must be reviewed prior to completing the below certification. If a vendor or contractor is found to be in violation of law, action may be taken as appropriate and as may provided by law, rule or contract, including but not limited to imposing sanctions, seeking compliance, recovering damages, declaring the party in default and seeking debarment or suspension of the party.



I certify, pursuant to Public Law 2012, c. 25, that neither the person or entity listed above, nor any parent entity, subsidiary, or affiliate thereof is listed on the N.J. Department of the Treasury's list of entities determined to be engaged in prohibited activities in Iran pursuant to P.L. 2012, c. 25 ("Chapter 25 List"). I further certify that I am the person listed above, or I am an officer or representative of the entity listed above and am authorized to make this certification on its behalf. I will skip Part 2 and sign and complete the Certification below.

OR



I am unable to certify as above because the person or entity and/or a parent entity, subsidiary, or affiliate thereof is listed on the N.J. Department of the Treasury's Chapter 25 list. I will provide a detailed, accurate and precise description of the activities in Part 2 below sign and complete the Certification below.

Part 2: Additional Information

PLEASE PROVIDE FURTHER INFORMATION RELATED TO INVESTMENT ACTIVITIES IN IRAN.

You must provide a detailed, accurate and precise description of the activities of the person or entity, or a parent entity, subsidiary, or affiliate thereof engaging in investment activities in Iran below and, if more space is needed, on additional sheets provided by you.

Part 3: Certification of True and Complete Information

I, being duly sworn upon my oath, hereby represent and state that the foregoing information and any attachments there to the best of my knowledge are true and complete. I attest that I am authorized to execute this certification on behalf of the above-referenced person or entity.

*I acknowledge that the **Name of Contracting Unit** is relying on the information contained herein and thereby acknowledge that I am under a continuing obligation from the date of this certification through the completion of any contracts with the **Reference to Contracting Unit** to notify the **Reference to Contracting Unit** in writing of any changes to the answers of information contained herein.*

*I acknowledge that I am aware that it is a criminal offense to make a false statement or misrepresentation in this certification, and if I do so, I recognize that I am subject to criminal prosecution under the law and that it will also constitute a material breach of my agreement(s) with the **Name of Contracting Unit** and that the **Reference to Contracting Unit** at its option may declare any contract(s) resulting from this certification void and unenforceable.*

Full Name (Print)		Title	
Signature		Date	



CERTIFICATION OF NON-INVOLVEMENT IN PROHIBITED ACTIVITIES IN RUSSIA OR BELARUS

Pursuant to N.J.S.A. 52:32-60.1, et seq. ([L. 2022, c. 3](#)) any person or entity (hereinafter "Vendor") that seeks to enter into or renew a contract with a State agency for the provision of goods or services, or the purchase of bonds or other obligations, must complete the certification below indicating whether or not the Vendor is identified on the Office of Foreign Assets Control (OFAC) Specially Designated Nationals and Blocked Persons list, available here: <https://sanctionssearch.ofac.treas.gov/>. If the Department of the Treasury finds that a Vendor has made a certification in violation of the law, it shall take any action as may be appropriate and provided by law, rule or contract, including but not limited to, imposing sanctions, seeking compliance, recovering damages, declaring the party in default and seeking debarment or suspension of the party.

I, the undersigned, certify that I have read the definition of "Vendor" below, and have reviewed the Office of Foreign Assets Control (OFAC) Specially Designated Nationals and Blocked Persons list, and having done so certify:

(Check the Appropriate Box)

- A. That the Vendor is not identified on the [OFAC Specially Designated Nationals and Blocked Persons list on account of activity related to Russia and/or Belarus](#).

OR

- B. That I am unable to certify as to "A" above, because the Vendor is identified on the [OFAC Specially Designated Nationals and Blocked Persons list on account of activity related to Russia and/or Belarus](#).

OR

- C. That I am unable to certify as to "A" above, because the Vendor is identified on the [OFAC Specially Designated Nationals and Blocked Persons list](#). However, the Vendor is engaged in activity related to Russia and/or Belarus consistent with federal law, regulation, license or exemption. A detailed description of how the Vendor's activity related to Russia and/or Belarus is consistent with federal law is set forth below.

(Attach Additional Sheets If Necessary.)

Signature of Vendor's Authorized Representative

Date

Print Name and Title of Vendor's Authorized Representative

Vendor's FEIN

Vendor's Name

Vendor's Phone Number

Vendor's Address (Street Address)

Vendor's Fax Number

Vendor's Address (City/State/Zip Code)

Vendor's Email Address

ⁱ Vendor means: (1) A natural person, corporation, company, limited partnership, limited liability partnership, limited liability company, business association, sole proprietorship, joint venture, partnership, society, trust, or any other nongovernmental entity, organization, or group; (2) Any governmental entity or instrumentality of a government, including a multilateral development institution, as defined in Section 1701(c)(3) of the International Financial Institutions Act, 22 U.S.C. 262r(c)(3); or (3) Any parent, successor, subunit, direct or indirect subsidiary, or any entity under common ownership or control with, any entity described in paragraph (1) or (2).