



REQUEST FOR PROPOSAL  
for  
Professional Services:  
External Legal Counsel  
[ID: RFP-65-19-01](#)

**Issued May 10, 2019**

**Responses due via email**

**by 4:30pm CT on June 1, 2019**

Please include RFP ID on all  
correspondence

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## I. Introduction

The State Universities Retirement System (SURS) is soliciting proposals for external Investment Legal Counsel.

All forms/required documents needed for submitting a Request for Proposal (“RFP”) are available on the SURS website at [www.surs.org](http://www.surs.org).

A proposer’s preparation and submittal of a proposal or subsequent participation in presentations or contract negotiations creates no obligation on the System to award a contract or to pay any associated costs. All proposals and related materials will be retained by the System and will be subject to disclosure as required in accordance with the Illinois Freedom of Information Act.

## II. Description of SURS

SURS is the administrator of a cost-sharing, multiple employer, public employee retirement system that provides retirement, survivor, disability and death benefits to employees of Illinois state universities, community colleges, and certain other affiliated organizations and agencies. SURS was created in 1941, by an act of the Illinois General Assembly, and is governed by the Illinois Pension Code (40 ILCS 5/15-101 et seq.). SURS provides benefit services to over 230,000 members who work for 61 employers. SURS is responsible for investing assets of more than \$19 billion in a diversified portfolio of U.S. and foreign stocks, bonds, real estate and alternative investments. SURS also administers a defined contribution plan, the Self-Managed Plan, which currently has assets of approximately \$2.2 billion. Northern Trust serves as SURS’ master trustee custodian.

An elected and appointed, eleven-person, board of trustees, governs SURS. The chairperson of the board of trustees is, by statute, the chairperson of the Illinois Board of Higher Education. Five members of the board are appointed by the governor of the state of Illinois. The remaining six members of the board are elected by participating members (four individuals) and annuitants (two individuals). Trustees serve six-year terms. SURS is funded by participant payroll deductions and annual employer contributions provided by the state of Illinois. By statute, SURS is defined as a “body politic and corporate” created by Article 15 of the Illinois Pension Code.

SURS currently employs approximately 148 staff, located in two offices in Champaign and Naperville, Illinois. Two SURS employees are in the Naperville office. The remaining SURS employees are currently situated in the Champaign office at 1901 Fox Drive but many of them will be moved into the new SURS building at 1801 Fox Drive after this renovation project is complete.

A copy of SURS’ most recent comprehensive annual financial report (CAFR) is available for review, or to download, at [www.surs.org](http://www.surs.org).

The Illinois Governmental Ethics Act, 40 ILCS 420, provides guidelines for ethical practices concerning state and local pension plans. Respondent providers should be familiar with the provisions of this Act.

Section 1-109.1(6) of the Illinois Pension Code (40 ILCS 5/1-109.1(6)) encourages Illinois public pension systems like SURS to utilize businesses owned by “minorities”, “women”, and “persons with disabilities” for all contracts and services, as those terms are defined in the Business Enterprise for Minorities, Women, and Persons with Disabilities Act (“BEMWPD”, 30 ILCS 575). Additionally, Section 1-109.1(10) of the Illinois Pension Code (40 ILCS 5/1-109.1(10)) sets an aspirational goal of not less than 20 percent of contracts awarded to such businesses for “information technology services,” “accounting services,” “insurance brokers,” “architectural and engineering services,” and “legal

services" as defined by the BEMWPD. Accordingly, businesses that meet these definitions are strongly encouraged to submit responses to this RFP.

A section of the Illinois Procurement Code concerning prohibitions of political contributions for vendors, 30 ILCS 500/50-37, may or may not apply to SURS service providers. However, each service provider should be familiar with the provisions of this section and comply with this section if the service provider deems it appropriate.

SURS is subject to its own procurement statutes and rules. Responders should be familiar with those procurement requirements as well. The selected responder will be paid by SURS directly.

Additional legal requirements that vendors should be familiar with are contained in the Addendum to Contract under Appendix D.

### **Background specific to this RFP:**

The State Universities Retirement System (SURS) requests proposals from private law firms and attorneys who have experience and expertise that will enable them to provide legal advice and/or consulting services on various legal matters including but not limited to the following subject matter areas:

- 1) investments – including the purchase of limited partnership interests in private equity, real estate, hedge funds and other alternative investments, infrastructure, custodian issues, securities lending, transition management, regulatory and tax issues pertaining to investments, and other customary investment related matters;
- 2) the Illinois Pension Code;
- 3) Illinois administrative law and procedure;
- 4) State and federal tax related matters applicable to various types of governmental qualified plans including but not limited to 401(a) and 457(b) plans;
- 5) board governance matters;
- 6) labor and employment law matters; and
- 7) fiduciary liability

**SURS aspires to utilize minority and women-owned firms as encouraged under Section 1-109.1(10) of the Illinois Pension Code (40 ILCS 5/1-109.1(10)). Accordingly, such firms are strongly encouraged to apply.**

**Note:** Law firms and individual attorneys will be considered if they can provide services in any one or more of the categories of legal services listed above. SURS does not expect law firms or individual attorneys to be able to provide legal advice in all of the above areas and several contracts for provision of the requested professional services may be awarded by SURS pursuant to this RFP. **Law firms and individual attorneys are encouraged to respond to this RFP based upon any of the above areas in which they can demonstrate relevant experience and expertise.**

## **III. Services Required**

- A. Review and/or draft contracts and provide legal advice and related services pertaining to investment consultants, custodians, investment managers and other investment related service providers relating to all types of investment deals including but not limited to providers of private equity, infrastructure, hedge funds and other types of alternative investment vehicles and fund of one vehicles. Requested services will also likely include custodian issues, securities lending, transition management, regulatory and tax issues pertaining to investments, and other customary investment related matters as requested.

- B. Provide advice on tax issues related to 401(a) and 457(b) governmental qualified plans in general and with regard to all investment related matters;
- C. Provide advice on other various legal issues, including but not limited to: miscellaneous investment related matters, real or potential conflict of interest situations, application and interpretation of the Illinois Pension Code, Illinois Administrative law and other relevant Illinois and Federal statutes;
- D. Serve as a Hearing Officer for Administrative Law reviews and appeals handled by or on behalf of SURS;
- E. Provide advice and counsel to the SURS Board of Trustees and staff on matters involving fiduciary obligations;
- F. Attend meetings of the Board of Trustees as well as interim or special meetings of the Board and/or its committees as requested; and
- G. Provide such other legal services and/or consulting services as may be requested by SURS from time to time.

#### IV. Minimum Qualifications

- The responder's law firm and the attorneys and staff who will provide work for SURS must not have material conflicts with the SURS board of trustees or the SURS staff and must be able to provide legal advice and/or consulting services in the State of Illinois.
- The law firm(s) or individual attorney(s) responding to this RFP must have been in business for a minimum of ten (10) consecutive years and must be able to demonstrate relevant experience and expertise in one or more of the areas listed in the "Services Required" section above.
- The law firm(s) or individual attorney(s) responding to this RFP must explain how they can assist SURS in reaching its aspirational goals of utilizing businesses owned by minorities, females and persons with disabilities pursuant to Section 1-109.1(10) of the Illinois Pension Code (40 ILCS 5/1-109.1(10)).

## V. Proposal Content

At a minimum, the proposal must include the following information to be considered for the engagement. For ease of review, each requirement should be addressed separately. ***All communications regarding this RFP must include the RFP ID shown on the title page.***

### Cover Letter

A cover letter, which will be considered an integral part of the proposal package, in the form of a standard business letter, must be signed by an individual authorized to bind the proposer contractually. This cover letter must indicate the signer is so authorized and must indicate the signer's title or position. An unsigned proposal will be rejected. The cover letter must also include:

- a. A statement that the proposal meets all requirements of this RFP, and that the offer tendered by the proposal will remain in full force and effect until and may be accepted by SURS at any time prior to 60 days beyond the deadline for submittal.
- b. A disclosure of any current business relationship or any current negotiations for prospective business with SURS, or with any member of the Board of Trustees or SURS staff, or any party currently rendering services to SURS.
- c. A statement that the proposer acknowledges that all documents submitted in response to this RFP may be subject to disclosure under the Illinois Freedom of Information Act and/or the Illinois Open Meetings Act.

### Statement of Minimum Qualifications

Proposers must complete and return the Minimum Qualifications Certification in the form contained in Appendix A.

### Reference Checks

Reference checks will be conducted for each finalist. To the extent responders have experience representing public pension systems, responders must include references from pension system staff and trustees.

### Company Organization and Diversity Questionnaire

The questionnaire contained in Appendix B to this RFP must be completed and returned as part of the proposal

### Fee Proposal

Proposers must submit hourly rate fee proposals for all categories of attorneys who are expected to provide work for SURS if selected. For example, responders may consider providing respective hourly rates for associates, partners and individuals serving in an "of counsel" role. A failure to provide hourly fee rates may result in the rejection of the proposal. The proposed fee shall include all costs and expenses for providing the services and equipment as described in this RFP, and any agreed-upon extended warranties that are associated with initial installation. Once finalists are selected, fees may be subject to a "best and final" offer process to be determined at the discretion of the System.

The fee proposal must expressly state that the proposed fees are guaranteed for the term of any resulting contract.

## Candidate Information

Please include detailed answers to the questions referenced below in section VI and provide any additional information regarding the law firm and/or individual attorney responding to this RFP that would be helpful to SURS as it evaluates potential candidates. Please also include resume(s) for the attorneys who would likely provide the requested legal services to SURS as outlined herein. Said resumes should detail their applicable experience and credentials.

## Contract

This Request for Proposal is neither a contract nor meant to serve as a contract. It is anticipated that one of the proposals submitted in response to this Request for Proposal may be selected as the basis for negotiation of a contract with the proposer. Such a contract is presently contemplated to contain, at a minimum, the terms of the proposal submitted, as finally negotiated and approved by the System. SURS reserves the right to negotiate additions, deletions, or modifications to the terms of any proposals submitted under this RFP.

The terms contained in Appendix D, Addendum to Contract, must be agreed to and accepted by the candidate or organization selected to perform the work contemplated by this RFP, unless exceptions are noted as part of the proposer's response. Any questions or exceptions to the terms and conditions included in Appendix D must be outlined as part of the proposer's response. However, SURS is not required to accept the responder's exceptions. Any exceptions noted in the proposer's response will be addressed and discussed during the review process, but no changes will be made to the terms contained in the Addendum to Contract attached hereto unless the proposer and SURS both agree to include said changes in the final contract awarded under this RFP.

## VI. Questions

All Responders are required to answer the questions below. If a question does not relate to the service area(s) in which the responder wants to be considered, please answer those questions as "Not applicable to offered services."

1. Briefly describe your firm's background, size, and history pertinent to the requested services offered by you or your law firm in response to this RFP. If Responder has multiple office locations, please Indicate which office will service SURS.
2. Describe, in detail, your firm's understanding of the services requested in this RFP. Provide a narrative that supports why you believe that your firm is uniquely qualified to undertake the proposed engagement.
3. Describe the relevant special services your firm provides, particularly those that may not be offered by other law firms.
4. Describe in detail your firm's knowledge of, and experience with, public sector defined benefit retirement plan as well as the qualified plan provisions of the Internal Revenue Code.
5. Describe in detail your firm's knowledge of, and experience with, Illinois state law in general, and more specifically, the Illinois Pension Code (40 ILCS 5 *et seq.*)
6. Describe your firm's understanding of the Illinois Freedom of Information Act (5 ILCS 140/1 *et seq.*) as it relates to private market investments.

7. Describe your firm's experience in negotiating custodial agreements, non-custodial securities lending agreements, transition management agreements and limited partnership agreements on behalf of public sector pension plans.
8. Describe the anticipated role of the SURS General Counsel's office and the SURS staff in your firm's delivery of the requested services.
9. SURS expects that external counsel will provide an estimated cost and timeline of expected events prior to commencement of a project assignment. Please provide a sample timeline that your firm would use for such projects.
10. What resources are used to ensure terms that are competitive when negotiating real estate, private equity, infrastructure or other types of agreements.
11. Please provide a sample side letter document in reference to a potential private equity/real estate transaction on behalf of a public sector pension plan. Describe your legal team's experience with similar work performed for other public pension clients.
12. Identify the key attorney who will be the primary contact and lead counsel in providing services to SURS, whose continuing status as such is an essential element of any contract. Please describe your firm's backup procedures in the event one or more attorneys assigned to SURS leave the firm.
13. Has any pension plan represented by your firm been engaged in litigation during the past three years, other than collection proceedings brought on behalf of the plan? If so, without disclosing any information that is not a matter of public record, describe the nature and cause of the proceedings, the course of the litigation and the outcome if completed.
14. Within the past three years, have there been any significant developments in your firm such as changes in ownership or restructuring? Do you anticipate any significant changes in the future? If so, please describe.
15. What is your firm's policy as to continuing legal education for its attorneys?
16. Describe the on-line services, publications and other resources maintained by your firm that deal with public pension plans, including subscription services and periodicals. Will any of these resources be available to SURS' staff?
17. Has your firm or an attorney in your firm's employee ever been disciplined or censured by any regulatory body? If so, describe the principal facts.
18. How does your firm identify and manage conflicts of interest? What conflicts of interest might exist between the clients that your firm currently represents and the investment-related services requested in this RFP? Please detail any existing or potential conflicts that might arise between providing legal services for general partners as well as limited partners. Please explain how these real or potential conflicts are managed?
19. Are there any potential conflict of interest issues for your firm in servicing SURS? If so, describe them.
20. Within the last five years, has your firm, or a partner or attorney in your firm, been involved in litigation or other legal proceedings relating to the provision of legal services? If so, provide an explanation and indicate the current status or disposition of the proceedings.

21. Does your firm represent the board of trustees of any other pension (public or private) plan? If so, list the full name, address and telephone number of each of the pension plans and telephone number of the Executive Director and General Counsel.
22. List any professional or personal relationships your firm's attorneys may have with the trustees and or staff members of SURS.
23. List all attorneys you would expect to render legal services to SURS if your firm is engaged to serve as outside counsel and the area(s) of specialization of each. Describe the role of each attorney who would be assigned to SURS. In addition to providing copies of resumes, please provide details as to each attorney's overall experience, number of years with your firm, and any areas of specialty within their practice. Are any of the attorneys listed, pursuant to this question, rated by Martindale Hubbell? If so, provide the Martindale Hubbell rating for each.
24. Describe your legal team's experience with similar work performed for other public pension clients. State whether or not the attorneys assigned to this team have any responsibilities other than providing legal services, and if so, specify such responsibilities.
25. Describe your firm's experience with respect to drafting legislation generally, and specifically, with respect to the Illinois Pension Code.
26. Describe your firm's backup procedures in the event one or more attorneys assigned to SURS leave the firm. Identify the key attorney who will be the primary contact and lead counsel in providing services to SURS, whose continuing status as such is an essential element of any contract.
27. Has any pension plan represented by your firm been engaged in litigation during the past three years, other than collection proceedings brought on behalf of the plan? If so, without disclosing any information that is not a matter of public record, describe the nature and cause of the proceedings, the course of the litigation and the outcome if completed.
28. Has your firm been asked to commence legal proceedings against a fund-client's sponsoring local or state governmental entity for which your firm was also rendering legal services? If so, what steps and procedures did your firm employ?
29. Describe your firm's ability to timely evaluate, comment, and provide legal recommendations with respect to draft/pending legislation.
30. Describe how your firm will keep SURS staff updated with respect to changing market regulations, such as Dodd-Frank regulations, or potential changes to the investment program, such as changes to the Foreign Bank Account Report ("FBAR") regulations.
31. Does your firm endorse the Institutional Limited Partners Association ("ILPA") Private Equity Principles (version 2.0 – January 2011)?
32. Describe your firm's diversity policies and practices. Identify any minorities, women and persons with disabilities that would be assigned to this account.
33. Identify all public sector clients who have terminated their working relationship with you in the past five years and a brief statement of your understanding of their reasons for doing so. Provide each such client's in-house counsel's (or, if none, CEO's) name, address and telephone number.

## VII. Submission of Proposals

All proposals must be received no later than the deadline stated in the Anticipated Timeline and Contact Information section. Submissions must be made via email to the identified contact person by the stated deadline. **Only email submissions will be accepted.**

The proposals become the property of SURS upon submission. All costs for developing proposals and attending presentations and/or interviews are entirely the responsibility of the proposer and shall not be chargeable to SURS.

Only one proposal from an individual, firm, partnership, corporation, or combination thereof, will be considered for this assignment.

## VI. Evaluation Process

### Pre-Evaluation Review

All proposals will be reviewed to determine if they contain all the required submittals specified in this RFP. Those not submitting all required information in the prescribed format will be rejected.

### Proposal Evaluation

All proposals received by the SURS representative on or before the deadline listed above will be reviewed to determine whether they meet the minimum requirements of this RFP.

All proposals received by deadline and pass the pre-evaluation review will undergo an evaluation process conducted by SURS staff. They will be reviewed to determine whether they meet the requirements of this RFP. SURS will consider the following factors in the evaluation process, ranked in no specific order, and will render a decision based on the perceived best fit and best value for the engagement. Fees will be one of the determining factors in this decision but will not be the primary determinative. Proposals will be evaluated based on criteria including:

- Understanding of the services requested
- Relevant knowledge, experience and qualification of law firm and attorneys who will provide the requested legal services to SURS
- Commitment to diversity
- Willingness to negotiate contract terms
- Independence
- Cost
- References
- Adherence to RFP submission requirements

Proposals that contain false or misleading statements or that provide references which do not support an attribute or condition claimed by the proposer will be rejected. Issuance of the Request for Proposal creates no obligation to award a contract or to pay any costs incurred in the preparation of a proposal. Nothing in this RFP or any resulting contract shall preclude SURS from procuring services similar to those described herein from other sources.

During the evaluation process, proposers may be requested to provide additional information and/or clarify contents of their proposal. Other than information requested by SURS, no proposer will be allowed to alter the proposal or add new information after the filing date.

Once finalists are selected, fees may be subject to a “best and final” offer process to be determined at the discretion of the System.

## VII. Anticipated Timeline and Contact Information

<u>Schedule</u>	<u>Dates</u>
Quiet Period Begins	May 10, 2019
RFP Issued	May 10, 2019
Responder Questions, if any, regarding the RFP due	May 21, 2019 4:30 p.m. CT
SURS Responses to Questions	May 24, 2019, 4:30 p.m. CT
<b>RFP Responses due on or before</b>	<b>June 1, 2019 4:30 p.m. CT</b>
<b>Interviews of Semi-Finalists and Finalists</b>	<b>TBD</b>
<b>Selection by SURS</b>	<b>TBD</b>

SURS may extend these deadlines at its discretion. Any such extensions will be posted to the SURS website.

### SURS RFP Contact Information

Procurement Officer  
[Procurement\\_Officer@surs.org](mailto:Procurement_Officer@surs.org)  
SURS  
1901 Fox Drive  
Champaign, IL 61825-2710

## VIII. Submission Process

### Deadline

To be considered for selection, proposals **must be received via email in Adobe Acrobat format** at [Procurement\\_Officer@surs.org](mailto:Procurement_Officer@surs.org) **no later than 4:30 p.m. CT, June 1, 2019**. Please reference the "RFP 65-19-01: External Counsel RFP Response - Name of Responder" in your communications. An email confirmation will be sent confirming receipt of the proposal.

### Withdrawal

A proposal may be withdrawn any time prior to the deadline by written notification signed by the individual applicant or authorized agent of the firm and received at [Procurement\\_Officer@surs.org](mailto:Procurement_Officer@surs.org) no later than the **deadline of 4:30 p.m. CT, June 1, 2019**. Please reference the "RFP 65-19-01: External Counsel RFP Response - Name of Responder" in your communications. An email confirmation will be sent confirming withdrawal of the proposal. The proposal may be resubmitted with any modifications no later than the deadline. Modifications offered in any other manner will not be considered.

### Questions

To clarify any issues in this Request for Proposal, SURS will respond only to questions that are presented in writing via email to [Procurement\\_Officer@surs.org](mailto:Procurement_Officer@surs.org). All questions should be submitted to SURS by 4:30 p.m. CT, May 21, 2019. Please reference the "RFP 65-19-01: External Counsel RFP Response - Name of Responder" in your communications. These questions will be consolidated into a single Q&A document and responded to by SURS on or about, May 24, 2019, by 4:30 p.m. CT. The

Q&A document will be posted on the SURS web site at [www.surs.org/rfp-non-investment](http://www.surs.org/rfp-non-investment) and at [www.surs.org/rfp-investment](http://www.surs.org/rfp-investment). This document will include all questions received and SURS' answers to the same without indicating the source of the query.

## IX. General Conditions

### Freedom of Information Act Disclosure

All materials submitted in response to the RFP become property of SURS. Proposals remain confidential during the selection process. However, upon completion of the selection process, all responses, including that of the individual, vendor or firm selected, will be a matter of public information and will be open to public inspection in accordance with the state of Illinois Freedom of Information Act (FOIA).

If, in response to this RFP, trade secrets or commercial or financial information are furnished under a claim that they are proprietary, privileged or confidential and that disclosure of the trade secrets or commercial or financial information would cause competitive harm to the person or business responding to this RFP, such claim must be clearly made, and such information must be clearly identified. (5 ILCS 140/7 and 7.5) **Responses to this RFP with every page marked as proprietary, privileged or confidential will not satisfy this requirement.** Bidders are required to make a good faith attempt to properly identify only those portions of the response that are truly furnished under a claim that they are proprietary, privileged or confidential and that disclosure of the trade secrets or commercial or financial information would cause competitive harm to the person or business responding to this RFP.

### Redacted Version of RFP Response

In the event Responder believes and claims that certain materials or information contained in the submitted response are exempt from public disclosure under the Illinois FOIA, Responder is required to provide a redacted version of the response it believes will be suitable for release under the Illinois Freedom of Information Act. (5 ILCS 140/7 and 7.5)

**A RESPONDER'S FAILURE TO PROVIDE A REDACTED VERSION OF THE RFP WILL RESULT IN SURS DISCLOSING THE RESPONDER'S ENTIRE RFP RESPONSE IF THE SAME IS REQUESTED UNDER THE ILLINOIS FREEDOM OF INFORMATION ACT AND NEITHER THE RESPONDER NOR ANY THIRD PARTIES SHALL HAVE ANY RECOURSE AGAINST SURS FOR ITS DISCLOSURE OF THE NON-REDACTED RFP RESPONSE.**

However, any claim of privilege from disclosure is not definitive. SURS has the right and legal obligation to determine whether such information is exempt from disclosure under the Illinois Freedom of Information Act and no information will be considered or determined by SURS to be proprietary, privileged or confidential unless it is identified and separated as indicated herein. (5 ILCS 140/7 and 7.5)

### Ordinary Course of Business Communications Allowed

Other than existing normal business matters, respondents, potential respondents, or their representatives should not contact anyone at SURS (including SURS staff, members of the SURS advisory committees and members of the SURS board) other than the listed RFP contact. In addition, respondents must not discuss this RFP with any employee of SURS, trustee of SURS, employee of

SURS' custodian, managers, legal counsel, or other advisors or persons/entities having contracts or other affiliations with SURS.

### SURS Quiet Period Policy

Please note the following Quiet Period Policy establishing guidelines by which the SURS Board of Trustees and SURS staff will communicate with prospective vendors or service providers during a search process. **The quiet period for this RFP began on the date the RFP was issued: May 10, 2019**

1. The quiet period shall commence upon the initial publication date: May 10, 2019 and it shall end once a selection has been made by the board and accepted by the service provider;
2. Initiation, continuation and conclusion of the quiet period shall be publicly communicated via the SURS website (www.SURS.org) to prevent inadvertent violations;
3. All board members, and SURS staff not directly involved in the search process, shall refrain from communicating with potential service providers regarding any product or service related to the search offered by the provider throughout the quiet period and shall refrain from accepting meals, travel, hotel, or other value from the providers;
4. Throughout the quiet period, if any board member or SURS staff member is contacted by a potential service provider, the board member or SURS staff member shall refer the provider to the SURS staff member directly involved in the search process;
5. All authority related to the search process shall be exercised solely by the relevant Committee or board as a whole, and not by individual board Members;
6. All information related to the search process shall be communicated by SURS staff to the relevant Committee or board as a whole, and not to individual board Members;
7. The quiet period does not prevent board approved due diligence, client conference attendance, or communications with an existing service provider that happens to be a provider in the ordinary course of services provided by such service provider; however, discussions related to the pending selection shall be avoided during those activities;
8. The provisions of this policy will apply to potential service providers throughout the quiet period and shall be communicated to providers in conjunction with any competitive proposal process; and
9. A potential service provider or vendor may be disqualified from a search process for a violation of the Quiet Period or any portion of this policy.

### Rights Reserved

SURS reserves the right to amend any segment of the RFP prior to the announcement of a selected vendor/contractor. In such an event, all respondents will be afforded the opportunity to revise their proposals to accommodate the RFP amendment.

SURS reserves the right to remove any or all services from consideration for this contract. At its discretion, SURS may issue a separate contract for any service or groups of services included in this RFP. SURS may negotiate additional provisions to the contract awarded pursuant to this RFP.

SURS may request additional information from any or all bidders to assist in the evaluation of proposals, and SURS reserves the right to conduct background investigations of selected individuals or firms prior to awarding a contract under this RFP.

SURS does not bear any obligation to complete the RFP process or to select any individual(s) or firm(s). SURS also reserves the right without prejudice to reject any or all proposals submitted.

SURS will NOT reimburse any expenses incurred in responding to this RFP.

### Equal Opportunity

SURS does not discriminate because of race, color, religion, creed, sex, sexual orientation, age, marital status, military status, certain unfavorable discharges from military service, political affiliation, citizenship, ancestry, national origin, physical or mental handicap or disability or any other characteristic protected by law. It is the System's intent to comply with all state, federal, and local equal employment and opportunity laws and public policies.

### Terms and Conditions

Following a review of submitted materials, if requested, selected individuals or organizations must be prepared to make a presentation or otherwise participate in an in-person interview in Champaign, IL or in Chicago, IL with SURS staff members and/or members of the SURS Board of trustees at a date and location to be determined by SURS. SURS will not provide reimbursement for any costs incurred by the individuals or organizations associated with this presentation. Prior to the award of a contract pursuant to this RFP, selected individuals or firms must provide all requested documentation.

## Appendix A: Statement of Minimum Qualifications

(Firm Name or Individual Attorney) \_\_\_\_\_ certifies that it meets the following minimum qualifications.

Please initial each as applicable.

1. \_\_\_\_\_ The responder's firm and staff have no material conflicts with SURS or the SURS board of trustees and I/we are able to provide legal and/or consulting services in the State of Illinois.
2. \_\_\_\_\_ The law firm(s) or individual attorney(s) responding to this RFP have been in business for a minimum of ten (10) consecutive years and they have relevant experience and expertise in one or more of the areas listed in the "Services Required" section above as outlined in responder's response to this Request to Produce.
3. \_\_\_\_\_ The law firm(s) or individual attorney(s) responding to this RFP have explained how they can assist SURS in reaching its aspirational goals of utilizing businesses owned by minorities, females and persons with disabilities pursuant to Section 1-109.1(10) of the Illinois Pension Code (40 ILCS 5/1-109.1(10)) as outlined in responder's response to this Request for Proposal.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

Title: \_\_\_\_\_

## Appendix B: Company Organization and Diversity Questionnaire

The following questionnaire must be completed and included with your response to this RFP. Type your responses in the same order as the questionnaire, listing the question first followed by your answer.

### Contact and Company Information:

Name of Individual / Organization: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Federal Employer Identification Number: \_\_\_\_\_

Contact Person(s):

Name: \_\_\_\_\_ Phone: \_\_\_\_\_

Title: \_\_\_\_\_

Fax: \_\_\_\_\_ Email: \_\_\_\_\_

Website: \_\_\_\_\_

### Organization Background:

1. Please provide a general description and history of the organization, its operations (please include any history of mergers and/or acquisitions), year founded, ownership structure, biographies of the principals and percentage ownership by current employees.
2. Provide a brief, descriptive statement detailing evidence of the respondent's ability to deliver the goods or services sought under this RFP.
3. Is Respondent a "**Minority-owned business**," meaning a business which is at least 51% owned by one or more minority persons, or in the case of a corporation, at least 51% of the stock in which is owned by one or more minority persons; and the management and daily business operations of which are controlled by one or more of the minority individuals who own it? If so, please provide a detailed explanation.
4. Is Respondent a "**Female-owned business**," meaning a business which is at least 51% owned by one or more females, or, in the case of a corporation, at least 51% of the stock in which is owned by one or more females; and the management and daily business operations of which are controlled by one or more of the females who own it? If so, please provide a detailed explanation.

5. Is Respondent a "**Business owned by a person with a disability**," meaning a business that is at least 51% owned by one or more persons with a disability and the management and daily business operations of which are controlled by one or more of the persons with disabilities who own it? A not-for-profit agency for persons with disabilities that is exempt from taxation under Section 501 of the Internal Revenue Code of 1986 is also considered a "business owned by a person with a disability". If so, please provide a detailed explanation.

6. Does Respondent's firm/company have a formal Diversity and Inclusion policy or initiative? Does this policy extend to subcontractors? If so, please provide a copy of the same.

7. Does Respondent's firm/company have a formal mentorship program or offer enhanced training opportunities for minorities and/or women? If so, please provide details.

## Appendix C: Fee Proposal

Please provide details for proposed hourly rates for legal services offered by responder.

FIRM / INDIVIDUAL ATTORNEY NAME:

\_\_\_\_\_

ADDRESS:

\_\_\_\_\_

\_\_\_\_\_

TELEPHONE:

\_\_\_\_\_

RFP REPRESENTATIVE:

\_\_\_\_\_

Provide proposed hourly rates for services offered by categories of attorneys as outlined below or you may provide an attachment that includes a description of your hourly rates for legal services:

Hourly Rate: \$\_\_\_\_\_ for Partners

Hourly Rate: \$\_\_\_\_\_ for Associates

Hourly Rate: \$\_\_\_\_\_ for "of Counsel" attorneys

Hourly Rate: \$\_\_\_\_\_ for "Other" attorneys (please provide details)

I, \_\_\_\_\_, a duly authorized representative of the above-indicated firm, have reviewed and understand the External Legal Counsel Request for Proposals, and I am / we are prepared to provide the required services for the above costs.

\_\_\_\_\_

Signature

\_\_\_\_\_

Print name above

PLEASE ATTACH PROOF OF LIMITS OF COVERAGE FOR PROFESSIONAL LIABILITY INSURANCE.

## Appendix D: Addendum to Contract

### ADDENDUM TO CONTRACT

In consideration of SURS entering into such contract, the Vendor/Contractor also agrees to the following:

- 1) If the Contractor is an individual, he or she certifies that he or she is not in default on an educational loan as provided in Section 3 of the Educational Loan Default Act, 5 ILCS 385/3.
- 2) The Contractor certifies that it is not barred from being awarded a contract or subcontract because of a conviction or admission of guilt for bribery or for bribing an officer or employee of the State of Illinois or any other state in that officer or employee's official capacity as provided in Section 50-5 of the Illinois Procurement Code, 30 ILCS 500/50-5 and further certifies that it is in compliance with Section 50-37 of the Illinois Procurement Code, 30 ILCS 500/50-37.
- 3) The Contractor certifies that it will provide a drug free workplace by engaging in the conduct prescribed in Section 3 of the Drug Free Workplace Act, 30 ILCS 580/3.
- 4) The Contractor certifies that it is not barred from contracting with SURS because of a violation of either Section 33E-3 (bid-rigging) or 33E-4 (bid rotating) of Article 33E of the Criminal Code of 1961, 720 ILCS 5/33E.
- 5) The Contractor certifies that neither it nor any substantially owned affiliated company is participating or shall participate in an international boycott in violation of the provisions of the U.S. Export Administration Act of 1979 or the regulations of the U.S. Department of Commerce promulgated under that Act.
- 6) The Contractor certifies that no fees, commissions, or payments of any type have been or will be paid to any third party in connection with the contract to which this is an addendum, except as disclosed in the contract or an exhibit thereto as provided in 30 ILCS 500/50-25 and in 40 ILCS 5/1-145. The Contractor shall promptly notify SURS if it ever has reason to believe that this certification is no longer accurate.
- 7) To the extent Illinois law is applicable to Contractor, pursuant to 775 ILCS 5/2-105, Contractor agrees to:
  - a) Refrain from unlawful discrimination and discrimination based on citizenship status in employment and undertake affirmative action to assure equality of employment opportunity and eliminate the effects of past discrimination;
  - b) Comply with the procedures and requirements of the Illinois Department of Human Rights' regulations concerning equal employment opportunities and affirmative action;
  - c) Provide such information, with respect to its employees and applications for employment, and assistance as the Illinois Department of Human Rights may reasonably request; and
  - d) Have written sexual harassment policies that shall include, at a minimum, the following information:
    - i) The illegality of sexual harassment;

- ii) The definition of sexual harassment under State law;
  - iii) A description of sexual harassment, utilizing examples;
  - iv) Contractor's internal complaint process including penalties;
  - v) The legal recourse, investigative and complaint process available through the Illinois Department of Human Rights and the Illinois Human Rights Commission;
  - vi) Directions on how to contact the Illinois Department of Human Rights and the Illinois Human Rights Commission; and
  - vii) Protection against retaliation as provided by Section 6-101 of the Illinois Human Rights Act. A copy of the policies shall be provided to the Illinois Department of Human Rights upon request.
- 8) To the extent it applies to Contractor and this contract, Contractor agrees to comply with the Illinois Prevailing Wage Act, 820 ILCS 130/1, *et seq.*
- 9) Contractor shall maintain, for a minimum of five (5) years after the completion of the contract, adequate books, records, and supporting documents to verify the amounts, recipients, and uses of all disbursements of funds passing in conjunction with the contract. Contractor shall further make all such books, records, and supporting documents related to the contract available for review and audit by the internal auditor of SURS and by the Illinois Auditor General and shall cooperate fully with any audit conducted by the internal auditor of SURS and the Illinois Auditor General and will further provide the internal auditor of SURS and the Illinois Auditor General full access to all relevant materials.
- 10) Contractor agrees to notify the SURS Ethics Officer if it solicits or intends to solicit for employment any of the employees of SURS during the term of the contract.
- 11) Contractor understands that SURS and this contract are subject to the provisions of the Illinois Open Meetings Act (5 ILCS 120/1, *et seq.*) and the Illinois Freedom of Information Act (5 ILCS 140/1, *et seq.*).
- 12) Counterparts. This Agreement and Addendum may be executed in counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same agreement. The counterparts of this Agreement and Addendum may be executed and delivered by facsimile or other electronic signature by any of the parties to any other party and the receiving party may rely on the receipt of such document so executed and delivered by facsimile or other electronic means as if the original had been received.

Under penalties of perjury, Contractor certifies that \_\_\_\_\_ is its correct Federal Taxpayer Identification Number.

Contractor is doing business as a(n) (please circle applicable entity):

- Individual
- Corporation
- Real Estate Agent
- Trust or Estate
- Sole Proprietorship
- Not-for-Profit Corporation
- Governmental Entity
- Other: \_\_\_\_\_
- Partnership
- Medical and Health Care Services Provider Corporation
- Tax Exempt Organization (IRC 501(a) only)