



RFP 65-23-01 External Legal Counsel

Questions & Answers

- 1.) In connection with the required disclosures in the cover letter and Appendices F and H, will SURS provide respondents with a list of (a) all staff members and (b) any party or vendor currently rendering services to SURS?

Responders are expected to have their own independent knowledge of potential conflicts with SURS. SURS will not provide a list of all staff members or parties/vendors currently rendering services to SURS. Many vendors are identified in the SURS Annual Financial Report found on the SURS website at: [www:surs.org](http://www.surs.org). Responders are expected to disclose any and all conflicts known to them. However, they may respond to these questions with a “to the best of our knowledge” qualifier if that would be an accurate statement.
- 2.) With respect to the requirement to disclose any current or previous personal, business or employment relationships with any immediate family members of the SURS Board of Trustees, any member of SURS staff, or any party or vendor currently rendering services to SURS - are we permitted to respond to this to the best of our knowledge? Without a list from SURS of each of those immediate family members, we will need some practical limitation on our diligence and disclosure requirements.

Responders are expected to have their own independent knowledge of potential conflicts with SURS. SURS will not provide a list of all staff members or parties/vendors currently rendering services to SURS. Many vendors are identified in the SURS Annual Financial Report found on the SURS website at: [www:surs.org](http://www.surs.org). Responders are expected to disclose any and all conflicts known to them. However, they may respond to these questions with a “to the best of our knowledge” qualifier if that would be an accurate statement.
- 3.) Please confirm that it is acceptable for us to interpret “key professionals” in Appendix F as meaning any partner-level attorney that we would expect to render legal services to SURS if engaged.

Your analysis of the conflict issues referenced in Appendix F should consider “key professionals” as including all partners, associates and “of counsel” members of your firm (and their immediate family members). We believe you should be able to ascertain the answers to these conflict questions by sending out a firm-wide email that asks for this potential conflict information.

- 4.) With respect to Item 22 in Appendix H, can we limit our response to (a) the firm’s Executive Committee, and (b) those attorneys that comprise our “key professionals”? As we have over 900 attorneys at the firm, it is impossible for us to respond to this item as to all of our firm’s attorneys.
Your analysis of the conflict issues referenced in Appendix F should consider “key professionals” as including all partners, associates and “of counsel” members of your firm (and their immediate family members). We believe you should be able to ascertain the answers to these conflict questions by sending out a firm-wide email that asks for this potential conflict information.
- 5.) Please confirm that the response deadline is January 27, 2023, notwithstanding the indication on the cover page of the RFP that responses are due on January 13, 2023.
Responses to the RFP are due on or before January 27, 2023 by 4:30pm CT. The date of January 13, 2023 that appears on the cover page is an error and reflects the deadline that would have been used if the RFP been issued earlier.
- 6.) Does SURS utilize separately managed accounts or so-called “funds of one”? Does SURS make co-investments?
Yes, SURS does utilize “funds of one.” SURS has the ability to enter into co-investments and considers doing so from time to time.
- 7.) What is the general nature of SURS’ use of swaps or other derivatives, or futures or forwards?
SURS may use these instruments as part of our overall investment strategy toward the goal of portfolio diversification and to guard against market volatility. These instruments may also form a portion of a portfolio of a manager or a fund.
- 8.) Does SURS have a standard format of a legal review report or required deliverables from investment counsel relating to an investment under consideration? If so, and if the request is not premature or otherwise, we would welcome copies.
SURS does not have a standard format of a legal review report or required deliverables. Each firm is expected to create a report that provides all of the information SURS needs to make decisions on necessary terms and conditions in the documents evidencing the investment.
- 9.) Does SURS have a set of standard regulatory provisions for side letters? If so, and if the request is not premature or otherwise, we would welcome copies.
Yes. Firms selected to provide investment related legal services to SURS will receive the standard regulatory provisions for side letters when they are asked to provide specific legal services that require them.

- 10.) Question 13 in Appendix H asks: “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?”

Does this question cover only litigation where our firm has represented the pension plan, or is it more general? We may not be aware of many litigation matters affecting public pension plan clients, but we can certainly speak to those matters for which we were or are retained. This is a general question about pension plans represented by your firm. If you are aware of litigation matters involving those plans, we would like you to disclose that information to the extent it is public information.

- 11.) Question 20 in Appendix H asks: “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?”

Is this question directed specifically to the provision of legal services by our firm or a partner or attorney in the firm, as opposed to, for example, cases where we have represented third party firms or lawyers relating to their provision of legal services?

This question relates directly to litigation against your firm and/or any partners or attorneys employed by or working on behalf of your firm who have been the subject of litigation or other legal proceedings as a result of their provision of legal services. You do not need to disclose clients you are or have represented in such proceedings unless said clients are your firm and/or any partners or attorneys employed by or working on behalf of your firm.

- 12.) To aid in our assurances regarding the absence of conflicts of interest under our RFP response, will SURS kindly provide a list of its trustees, staff members and any other persons or entities to which our conflict-of-interest assurances will or may apply?

Responders are expected to have their own independent knowledge of potential conflicts with SURS. SURS will not provide a list of all staff members or parties/vendors currently rendering services to SURS. The then current SURS Organizational Chart, Executive Team members and many vendors are identified in the SURS Annual Comprehensive Financial Report found on the SURS website at: [www:surs.org](http://www.surs.org).

The current members of the SURS Board of Trustees can be located on the SURS website at: www.surs.org.

Responders are expected to disclose any and all conflicts known to them. However, they may respond to these questions with a “to the best of our knowledge” qualifier if that would be an accurate statement.

- 13.) Does SURS have a form of contract it would be amenable to make available, or can SURS identify any material terms expected to be part of the contract which are not already stated or described in Appendix D or elsewhere in the RFP?

SURS will provide a sample professional services contract to firms who are selected for finalist interviews.

- 14.) Regarding fee proposals, will firms be permitted to adjust rates listed on the rate card within Appendix C for individual timekeepers who are promoted during the term of the five-year contract?

SURS expects responders to propose specific hourly rates for the attorneys who will likely provide legal services to SURS. The contract awarded will include those agreed upon hourly rates in addition to agreed upon blended rates for broad categories of attorneys not otherwise originally specified by name, including: partners, associates and “of counsel.” agree to fee terms for individual attorneys who are expected to provide legal services to SURS.

If an attorney moves from one category to another, they may bill at the agreed upon blended rate for their new category after SURS receives written notice of the change in their status with the firm.

- 15.) For purposes of determining if there are conflicts between SURS and our firm, we will use our firm’s normal conflict check system. In terms of the “key professionals” within the firm, can we limit this to partners providing services to SURS and their “immediate family members”? We have over 500 partners in offices throughout the world and it would not be possible to survey all of them and their families.

Responders are expected to have their own independent knowledge of potential conflicts with SURS. SURS will not provide a list of all staff members or parties/vendors currently rendering services to SURS. Many vendors are identified in the SURS Annual Financial Report found on the SURS website at: [www:surs.org](http://www.surs.org). Responders are expected to disclose any and all conflicts known to them. However, they may respond to these questions with a “to the best of our knowledge” qualifier if that would be an accurate statement.

- 16.) The RFP requires disclosure of conflicts with the members of the SURS Board of Trustees, any member of the SURS staff, with any party or vendor currently rendering services to SURS, and/or with any “immediate family members” affiliated with any of these groups. For us to determine whether any material conflicts exist with any members of these groups, we need to know the identity of the members of each such group. May we be provided a list of these group members for our review?

Responders are expected to have their own independent knowledge of potential conflicts with SURS. SURS will not provide a list of all staff members or parties/vendors currently rendering services to SURS. The SURS trustees are identified on the SURS website at www.surs.org.

Many vendors are identified in the SURS Annual Financial Report found on the SURS website at: www:surs.org. Responders are expected to disclose any and all conflicts known to them. However, they may respond to these questions with a “to the best of our knowledge” qualifier if that would be an accurate statement.

- 17.) Please confirm that the service engagement will be limited to SURS and will not extend to the State of Illinois or any other state agencies or departments.

SURS confirms that the service engagement will be limited to SURS, its staff members and to the members of the SURS board of trustees acting within the scope of their employment or service to SURS. SURS is separate and distinct from the State of Illinois. The service engagement will not extend to the State of Illinois or to other state agencies or departments.

- 18.) Regarding subject matter area number 8 on page 5 of the RFP: Can you briefly describe the type of assistance SURS anticipates needing regarding intellectual property issues and trademarks?
SURS needs legal advice and guidance relating to trademarks and other intellectual property issues relating to the use of the SURS logo, data ownership and other IT related matters in the context of contracts entered into by the system and as they relate to Freedom of Information Act requests that seek trade secret, proprietary and/or confidential information provided to SURS under a claim of confidentiality.
- 19.) Regarding item F in Section III, Services Required, on page 6 of the RFP: When the need arises, would it be acceptable for one or more of our team members to attend meetings of the Board of Trustees and staff virtually via video conference?
Remote attendance may be allowed per the discretion of the SURS Board of Trustees and the SURS Executive Director. However, responders should assume that there will be many instances in which in-person is deemed necessary. Fiduciary counsel will be expected to attend most, if not all, board and committee meetings in person in either Chicago, IL or Champaign, IL.
- 20.) Regarding the first bullet under Section IV, Minimum Qualifications, on page 6 of the RFP: Can you (a) provide a list of staff, parties and vendors for which SURS would like us to identify any potential material conflicts and (b) provide a timeframe for prior conflicts? Any conflict check will need to span a specific number of years (e.g., the past three years).
Responders are expected to have their own independent knowledge of potential conflicts with SURS. SURS will not provide a list of all staff members or parties/vendors currently rendering services to SURS. Many vendors are identified in the SURS Annual Financial Report found on the SURS website at: [www:surs.org](http://www.surs.org). Responders are expected to disclose any and all conflicts known to them. However, they may respond to these questions with a “to the best of our knowledge” qualifier if that would be an accurate statement.

Please identify all current and potential future conflicts. For example, if your firm routinely represents investment managers and general partners of funds, you should identify those situations as potential conflicts and explain what measures you would try to take to allow your firm to represent managers/partners and SURS.
- 21.) Regarding the Fee Proposal section on page 9 of the RFP: While we appreciate that SURS desires to fix rates for a 5-year term, we are concerned that does not represent best value in this inflationary environment. Respondents would need to take into account future rate and cost increases in those rates, meaning that rates will likely be higher in the short term. Would SURS be willing to consider a shorter-term pricing arrangement with a mid-term rate adjustment?
Responders should provide fee proposals it wants SURS to consider accepting during the term of a five-year agreement.

- 22.) For the minimum qualifications listed on page 6 of the RFP, can you provide the names of the vendors that SURS currently works with for our response to the first bullet? Or shall we use the list contained in your June 2021 annual report?

Responders are expected to have their own independent knowledge of potential conflicts with SURS. SURS will not provide a list of all staff members or parties/vendors currently rendering services to SURS. Many vendors are identified in the SURS Annual Financial Report found on the SURS website at: [www:surs.org](http://www.surs.org). Responders are expected to disclose any and all conflicts known to them. However, they may respond to these questions with a “to the best of our knowledge” qualifier if that would be an accurate statement.

- 23.) Regarding the Fee Proposal section on page 9 of the RFP: What does “guaranteed” mean in the context of rates? Page 9 of the RFP states “The fee proposal must expressly state that the proposed fees are guaranteed for the term of any resulting contract. SURS expects to issue contracts with a 5-year term.”

Responders should provide fee proposals it wants SURS to consider accepting during the term of a five-year agreement. “Guaranteed” means the actual agreed upon rates for the term of the contract.

- 24.) Regarding the hourly rates, we typically would have the opportunity to apply escalators under a 5-year contract and seek rate increases due to class progressions during the five-year contract period (for example, an increase in a stated amount if an associate is promoted to senior counsel). Is this consistent with SURS expectations for this contact? Page 9 of the RFP requests that “we submit hourly rate fee proposals for all categories of attorneys who are expected to provide work for SURS if selected.”

SURS expects responders to propose specific hourly rates for the attorneys who will likely provide legal services to SURS. The contract awarded will include those agreed upon hourly rates in addition to agreed upon blended rates for broad categories of attorneys not otherwise originally specified by name, including: partners, associates and “of counsel.” agree to fee terms for individual attorneys who are expected to provide legal services to SURS.

If an attorney moves from one category to another, they may bill at the agreed upon blended rate for their new category after SURS receives written notice of the change in their status with the firm.

- 25.) Regarding Appendix C, we typically would have the opportunity to apply escalators to our travel rates under a 5-year contract. Is this consistent with SURS expectations for this contact? Page 20 of the RFP requests that we “Please also provide your firm’s reduced hourly rates for travel time (if required) for each named attorney.”

Responders should provide fee proposals it wants SURS to consider accepting during the term of a five-year agreement. SURS will not agree to pay the full professional hourly rate for time spent traveling for SURS, and we want responders to provide their suggested hourly rate(s) for travel time for the attorneys they expect to provide services to SURS for the entire term of the contract.

- 26.) Are respondents required to register for an IDHR Eligibility Number through the Illinois Department of Human Rights as a pre-requisite for submitting a response to the RFP?

No.

- 27.) Could you please confirm the response due date as January 27th and not January 13th?
Responses to the RFP are due on or before January 27, 2023 by 4:30pm CT. The date of January 13, 2023 that appears on the cover page is an error and reflects the deadline that would have been used if the RFP had been issued earlier.
- 28.) If we are to submit a redacted version of our RFP response along with the full version, do we submit those together in the same email? Any specific way we should label this version?
Yes – you may submit both versions in one email however you might choose to send them separately due to email size restrictions. Please clearly label the redacted version with the name of your response followed by the words “redacted version.”
- 29.) As our response is to be submitted electronically, can SURS confirm that it will allow us to type out names instead of print (where needed), and authorize the use of an e-signature wherever a signature is requested?
Yes – SURS will accept printed names and e-signatures in lieu of wet signatures that are scanned and saved.
- 30.) In Appendix F, you ask: “Does the organization and/or any of its key professionals or immediate family members have a conflict of interest or ethical concerns with any SURS staff members that may prevent it from contracting with SURS?”

Without a complete list of all staff members employed by SURS, we are unable to answer this question appropriately. Could you please provide a full list of staff members, or guidance on how we may answer the question fully without that information?

Responders are expected to have their own independent knowledge of potential conflicts with SURS. SURS will not provide a list of all staff members or parties/vendors currently rendering services to SURS. Many vendors are identified in the SURS Annual Financial Report found on the SURS website at: [www:surs.org](http://www.surs.org). Responders are expected to disclose any and all conflicts known to them. However, they may respond to these questions with a “to the best of our knowledge” qualifier if that would be an accurate statement.

- 31.) Would you please notify [*names omitted*] by email if any addenda to this RFP are issued?
All timely responders will receive updates and/or addenda if any are issued relative to this RFP.
- 32.) What is the maximum file size limit for emails that will be submitted to the @surs.org email address in response to this RFP?
The maximum size limit for email submissions is 120 MB per message.
- 33.) Section VIII of the RFP states that responses are due by January 27, 2023, however the cover page states “Responses due via email by 4:30 p.m. CT on January 13, 2023.” Is the due date for proposals January 12 or January 27?
Responses to the RFP are due on or before January 27, 2023 by 4:30pm CT. The date of January 13, 2023 that appears on the cover page is an error and reflects the deadline that would have been used if the RFP been issued earlier.