



Request for Proposal

Request For Professional Services External Legal Counsel

RFP ID: 65-23-01

Issued December 6, 2022

**Responses due via email
by 4:30 p.m. CT on January 13, 2023**

Please include RFP ID on all correspondence

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I. Introduction

The State Universities Retirement System (SURS or the System) is soliciting proposals for external legal counsel to provide legal advice and services relative to the following areas: Investments, application of the Illinois Pension Code and administrative procedures, state and federal tax issues pertaining to 401(a) and 457(b) plans, board governance, labor and employment matters, fiduciary duty issues, portfolio monitoring, case evaluation and litigation, domestic and foreign opt-in class action and services for the filing of claims in non-securities class action matters.

All forms/required documents needed to submit a request for proposal (RFP) are available on the SURS website at www.surs.org.

A responder'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 245,000 members who work for 61 employers. SURS is responsible for investing assets in a diversified portfolio of U.S. and foreign stocks, bonds, real estate and alternative investments. SURS maintains a defined benefit plan, which as of June 30, 2022 had assets valued at approximately \$22.6 billion. SURS also administers two defined contribution plans, the Retirement Savings Plan, which as of June 30, 2022 had assets of approximately \$3.5 billion and the Deferred Compensation Plan, which had assets of approximately \$8.5 million. Northern Trust serves as SURS' master trustee custodian.

An elected and appointed, eleven-person, board of trustees, governs SURS. Five members of the board are appointed by the governor of the state of Illinois (one of whom is the chairperson of the Illinois Board of Higher Education). The remaining six members of the board are elected by participating members (four individuals) and annuitants (two individuals). The governor designates the chairperson of SURS from among the eleven trustees. Trustees serve six-year terms. SURS is funded by participant payroll deductions and annual employer contributions, the majority of which are provided directly from 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 162 staff, located in offices in Champaign and Naperville, Illinois. Two SURS employees are in the Naperville office. The remaining SURS employees are currently situated in two Champaign offices at 1901 Fox Drive and 1801 Fox Drive.

A copy of SURS’ most recent annual comprehensive financial report (ACFR) is available for review, or to download, at www.surs.org.

The Illinois Governmental Ethics Act, 40 ILCS 420, provides guidelines for ethical practices concerning state and local pension plans. Responders 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 responders 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: relating to both defined benefit and defined contribution plans, investment matters including investments in private equity, real estate, infrastructure, hedge funds, derivatives, and other alternative investments, collective investment trusts, custodian issues, securities

lending, investment management agreements, investment consulting agreements, transition management, regulatory and tax issues pertaining to investments, and other customary investment related matters and proxy voting issues; and other miscellaneous investment matters, including foreign investment issues as they arise;

- 2) the Illinois Pension Code;
- 3) Illinois Administrative law and claims procedures;
- 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 matters;
- 7) fiduciary liability issues; and
- 8) intellectual property issues (*e.g.*, trademarks).

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 both defined benefit and defined contribution plans, investment matters including investments in private equity, real estate, infrastructure, hedge funds, derivatives, and other alternative investments, collective investment trusts, custodian issues, securities lending, investment management, investment consulting, transition management, regulatory and tax issues pertaining to investments, and other customary investment related matters and proxy voting issues; and other miscellaneous investment matters, including foreign investment issues as they arise;
- B. Provide legal advice on benefits and tax- related issues for the SURS 401(a) and 457(b) governmental qualified plans in general and with regard to investment related matters;

- C. Provide advice on other various legal issues, including but not limited to real or potential conflict of interest situations and application and interpretation of the Illinois Pension Code, Illinois Administrative law and other relevant state and federal statutes;
- D. Serve as Hearing Officer for Administrative Law claim 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 SURS Board of Trustees and staff on matters involving fiduciary obligations and other legal issues as requested;
- G. Monitor the SURS portfolio in order to provide legal advice, guidance and recommendations regarding domestic securities litigation matters where lead-plaintiff status should be considered, non-securities based class action matters that SURS may be eligible to join and assist in the claims filing process for such actions, and monitor the SURS portfolio in order to provide legal advice, guidance and recommendations regarding foreign opt-in class action litigation matters that SURS should consider joining.
- H. Provide such other legal advice and related services as may be requested by SURS from time to time.

IV. Minimum Qualifications

- The responder's key professionals and/or organization must not have material conflicts with SURS, SURS board, with 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 SURS to determine whether any material conflicts exist, Responders must identify all current and prior affiliations of any kind that exist between the responder and any member of these identified groups in Appendix F. For purposes of this disclosure, "immediate family members" include the following: spouse, children, step-children, parents, step-parents, siblings, step-siblings, half-siblings, sons-in-law, daughters-in-law, grandparents and grandchildren as well as the parents and grandparents of the responder's key professional's spouse and any person living with the responder's key professionals.
- A failure to disclose the above requested affiliations may result in a disqualification of the responder or in a termination of any contract awarded in response to this RFP.

- The law firms or individual attorneys responding to this RFP should have a minimum of ten (10) consecutive years of relevant experience 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.

Indexed Table of Contents

The proposal package must include an indexed table of contents to facilitate the review process.

Cover Letter

SURS holds trustees, employees, and vendors to the strongest standards of ethics, transparency, and accountability. Trustees, employees and vendors are prohibited from self-dealing and are required to provide services for the sole interest of SURS members with honesty and integrity at all times. The identification and disclosure of actual or perceived conflicts of interest is integral to ensuring that SURS administers the benefits promised to members in a financial and fiducially-prudent manner. Informational disclosures pertaining to perceived or actual conflicts of interest must be included as part of the cover letter required under this section.

A cover letter in the form of a standard business letter must be signed by an individual authorized to bind the responder 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 30 days beyond the deadline for submittal.
- B. A disclosure of:
 1. Any current or previous personal, business or employment relationships with SURS, any member of the SURS Board of Trustees, any member of SURS staff,

any party or vendor currently rendering services to SURS, or any immediate family members of any person included in any of these groups.

2. Any current negotiations for prospective business with SURS, any member of the SURS Board of Trustees, any member of the SURS staff, any party or vendor currently rendering services to SURS, or any immediate family members of any person included in any of these groups.
- C. A statement that the responder knows of no conflict of interest or ethical concern that exists between the responder and SURS, members of the SURS Board of Trustees, any member of SURS staff and/or any immediate family members living with any person included in any of these groups and with any party currently rendering services to SURS. However, if any such conflict or ethical concern exists, the cover letter must contain a detailed statement identifying any such conflicts of interest or other ethical concerns between SURS and anyone affiliated with SURS as set forth herein. If the responder is unsure as to whether a conflict of interest or ethical concern exists, responder is hereby instructed to identify the situation in the cover letter so SURS can determine whether there is cause for concern or cause for further inquiry into the identified situation.
- D. A statement that the responder is not listed as a prohibited or suspended vendor with the state of Illinois, a retirement system, pension fund, investment board, or any other state or federal government entity. Responder must also verify this information in Appendix G.
- E. A statement that the responder 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.
- F. A failure to include the information required in the cover letter as outlined in this section may be cause for disqualification from the RFP selection process and/or cause for termination of an awarded contract.

Statement of Minimum Qualifications

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

Reference checks will be conducted for each finalist.

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

Responders 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” or similar role. A failure to provide hourly fee rates may result in the rejection of the proposal. The proposed fees shall also include any costs and expenses for providing the services described in this RFP. A “best and final” offer process may be used with finalists who are chosen to interview with SURS.

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.

Candidate Information

As part of your RFP response, please include detailed answers to the questions in Appendix H below and provide any additional information regarding the law firm and/or individual attorneys responding to this RFP that would be helpful to SURS as it evaluates potential candidates. As requested in Appendix H, please also include the 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 several proposals submitted in response to this RFP may be selected as the basis for negotiation of a contract with the various responders. 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 proposals submitted. 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 responder’s response. Any questions or exceptions to the terms and conditions and the sample contract included in Appendix D must be outlined as part of the responder’s response. However, SURS is not required to accept the responder’s exceptions. Any exceptions noted in the responder’s response will be addressed and discussed during the review process, but no changes will be made to the Addendum to Contract attached hereto unless the responder and SURS both agree to include said changes in the final contract awarded under this RFP.

VI. 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 responder 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.

VII. 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 that are received by the 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.
- Timeline for recommended solution to be implemented.
- Proposed methodology and work plan to be used in the process.
- Proposed deliverables.
- Relevant knowledge, experience and qualification of firm and team members including established record of success in similar work.
- Commitment to diversity.

- Willingness to negotiate contract terms.
- Independence.
- Cost.
- Warranty.
- References.
- Adherence to RFP submission requirements.
- Adherence to the Cover Letter requirements pertaining to the disclosure of potential conflicts of interest and ethical concerns and completion of all appendices, including but not limited to Appendix F that relates to potential conflicts.

Proposals that contain false or misleading statements or that provide references which do not support an attribute or condition claimed by the responder 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, responders may be requested to provide additional information and/or clarify contents of their proposal. Other than information requested by SURS, no responder 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 SURS.

Any responder selected by SURS will be subject to the terms of the SURS Travel Policy which are attached hereto as Appendix E. Responders should be familiar with these terms as they will be included in any contract awarded by SURS. Responders may either include all expected travel costs as part of their overall "not to exceed" cost for the work to be performed under this RFP or they must provide their best estimate for all travel expenses they expect to incur in performing the services required by this RFP.

VIII. Anticipated Timeline and Contact Information

Schedule	Dates
Quiet Period Begins	December 6, 2022
RFP Issued	December 6, 2022
Responder Questions Due	January 6, 2023, by 4:30pm CT
Responses to Questions	January 13, 2023, by 4:30pm CT
RFP Responses Due on or Before	January 27, 2023, by 4:30pm CT
Finalist Interviews	February – March 2023

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
SURS
1901 Fox Drive
Champaign, IL 61825-2710

IX. Submission Process

Deadline

To be considered for selection, proposals must be received via email in Adobe Acrobat format at Procurement_Officer@surs.org no later than **4:30 p.m. CT, January 27, 2023**. Please reference "RFP ID 65-23-01 External Legal Counsel RFP Response" with the name of the responder in the subject line of 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 no later than the deadline of 4:30 p.m. CT, January 27, 2023. Please reference "RFP ID 65-23-01 External Legal Counsel RFP Response" with name of responder in the subject line of 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. All questions should be submitted to SURS by 4:30 p.m. CT, January 6, 2023. Please reference "RFP ID 65-23-01 External Legal Counsel RFP Response" with the name of the responder in the subject line of your communications. These questions will be consolidated into a single Q&A document and responded to by SURS on or about, January 13, 2023, 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. This document will include all questions received and SURS' answers to the same without indicating the source of the query.

X. General Conditions

FOIA Disclosure, Redacted RFP Response and possible BAFO Requirement

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 and documents following or associated therewith, including Best and Final Offers (BAFOs), if any, and including those of the individual, vendor or firm selected, become public information and are open to public inspection in accordance with the state of Illinois Freedom of Information Act (FOIA).

If, in any document submitted in response to this RFP, the responder is furnishing trade secrets or commercial or financial information 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 responder or responder's business, 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 and will not be honored.** 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 contained within that portion of the response would cause competitive harm to the person or business responding to this RFP.

Redacted Version of RFP Response

In the event the responder believes and claims that certain materials or information contained in the submitted response and any documents which may follow it, including BAFOs, if any, are exempt from public disclosure under the Illinois FOIA, the responder is required to provide a separate redacted version of the response (including all its

appendices or attachments) that the responder believes will be suitable for release under the Illinois Freedom of Information Act. (5 ILCS 140/7 and 7.5) Note: Pricing and fee structures are generally disclosable under FOIA. If the responder claims that any fee or pricing information qualifies for an exemption under FOIA, the responder must submit its legal analysis, citing to applicable Illinois exemption(s) along with the redacted version of its 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)

A responder's failure to provide a redacted version of the RFP material, including but not limited to any subsequent BAFOs 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.

Ordinary Course of Business Communications Allowed

Other than existing normal business matters, responders, potential responders, or their representatives should not contact anyone at SURS (including SURS staff, members of the SURS board, SURS consultants, attorneys and current vendors) other than the listed RFP contact. In addition, responders 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: December 6, 2022.**

1. The quiet period shall commence upon committee action (or board action if the selection is not initiated through a committee) to authorize a search for a service provider and 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 items of 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.
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 responder. In such an event, all responders 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.

State Universities Retirement System requires contractors that have access to the SURS network and/or applications to complete SURS-provided cyber security training before performing any work for SURS, and annually thereafter, as long as said contractors continue to have access to the SURS network and/or applications.

Appendix A: Statement of Minimum Qualifications

Firm / Individual Name: _____
certifies that it/they meet(s) the following minimum qualifications and have attached proof of limits of insurance that will be applicable to work performed by firm / individual on behalf of SURS.

The law firms or individual attorneys responding to this RFP should have a minimum of ten (10) consecutive years of relevant experience in one or more of the areas listed in the “Services Required” section above.

Attach proof of limits of insurance coverage for professional liability insurance and other insurance policies that would provide coverage for legal work provided to SURS.

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: _____

Title: _____

Phone: _____ 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 responder's ability to deliver the goods or services sought under this RFP.

3. Is responder 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 responder 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 responder 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 responder'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 responder's firm/company have a formal mentorship program or offer enhanced training opportunities for minorities and/or women? If so, please provide details.
8. If selected, does responder expect to assign any female employees, minority employees, or employees with disabilities to provide any of the requested services to SURS? Please explain.

Appendix C: Fee Proposal

Please include details regarding names of attorneys you expect to provide legal services to SURS and their corresponding hourly rates. Please also provide your firm's reduced hourly rates for travel time (if required) for each named attorney:

Firm Name: _____

Address: _____

Telephone: _____

Attorneys and applicable hourly rates:

I, _____, a duly authorized representative of the above-indicated firm, have reviewed and understand the requirements of the _____ Request for Proposals, and the attorneys as listed above are able and willing to provide the applicable services for the above costs.

Dated: _____

By: _____ (Signature)

Print Name and Title: _____

Appendix D: Addendum to Contract

In consideration of SURS entering into such contract, the responder also agrees to the following:

1. If the responder 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 responder 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 responder 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 responder 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 responder 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 responder 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 responder 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 the responder, pursuant to 775 ILCS 5/2-105, the responder 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.

- 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. The responder'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.
 - 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 the responder and this contract, the responder agrees to comply with the Illinois Prevailing Wage Act, 820 ILCS 130/1, *et seq.*
9. The responder 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. The responder 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. The responder 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. The responder 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. If Contractor is a vendor that receives access of any kind to the SURS network or to any component of the SURS computer systems to perform work contemplated under the Agreement to which this Addendum is attached, Contractor agrees that its employees and/or pre-approved subcontractors who will be performing work for SURS will complete designated cybersecurity training required by SURS before any such work shall commence.

13. 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, the responder certifies that its correct Federal Taxpayer Identification Number is: _____.

Responder certifies it is doing business as a(n) (please circle applicable entity):

Individual

Sole Proprietorship

Partnership

Corporation

Not-for-Profit Corporation

Medical and Health Care Services Provider Corporation

Real Estate Agent

Governmental Entity

Tax Exempt Organization (IRC 501(a) only)

Trust or Estate

Other: _____

Appendix E: SURS Travel Policy

SURS Travel Reimbursement Policy Terms for Approved Travel Expenses of Vendors

If the responder's personnel are required to travel to perform work on behalf of SURS, any reimbursement for said travel expenses will be as allowed, in part, by the travel requirements outlined by the Illinois Higher Education Control Board as found in Title 80, Public Officials and Employees, Chapter 4, Travel Regulation Counsel, Part 3000, Illinois Administrative Code as noted below. Accordingly, any expected travel must be pre-approved by SURS and said travel reimbursements will be restricted to the following:

NOTE: Actual cost receipts for the same must be provided before SURS may reimburse travel expenses.

Travel by Air

SURS will reimburse travel expenses for airfare at the price of a standard coach ticket. All travel must be via the most direct route. Expenses incurred due to deviations for convenience shall be borne by the traveler. No reimbursement above this amount will be allowed unless extenuating circumstances exist to support an exception to this travel policy. Any exceptions to this policy must be approved by SURS in advance of travel, in writing, by a duly authorized representative of SURS.

Travel by Rail

SURS will reimburse travel expenses for train travel at the price of a standard coach ticket. All travel must be via the most direct route. Expenses incurred due to deviations for convenience shall be borne by the traveler. No reimbursement above this amount will be allowed unless extenuating circumstances exist to support an exception to this travel policy. Any exceptions to this policy must be approved by SURS in advance of travel, in writing, by a duly authorized representative of SURS.

Travel by Automobile

Rental Cars — SURS will reimburse travel expenses for the use of a rental car at the rate of \$60.00 per day. The collision damage waiver and personal accident insurance on rented vehicles are not reimbursable. All travel must be via the most direct route. Expenses incurred due to deviations for convenience shall be borne by the traveler. No reimbursement above this amount will be allowed unless extenuating circumstances exist to support an exception to this travel policy. Any exceptions to this policy must be approved by SURS in advance of travel, in writing, by a duly authorized representative of SURS.

Private Vehicles — Mileage Reimbursement: If an individual chooses to drive a private vehicle, reimbursement for use of a vehicle shall be on a mileage basis and shall be at the applicable rate identified by the Illinois Higher Education Travel Control Board which is

based on the rate promulgated pursuant to 5 USC 5707(b)(2) in effect at the time of travel. All travel must be via the most direct route. No reimbursement above this amount will be allowed unless extenuating circumstances exist to support an exception to this travel policy. Any exceptions to this policy must be approved by SURS in advance of travel, in writing, by a duly authorized representative of SURS.

Hotel Accommodation

SURS will reimburse hotel expenses at a maximum rate of \$150.00 per day. No reimbursement above this amount will be allowed unless extenuating circumstances exist to support an exception to this travel policy. Any exceptions to this policy must be approved by SURS in advance of travel, in writing, by a duly authorized representative of SURS.

Per Diem for Meals

SURS will pay a maximum of \$45 per day for a full day of per diem meal reimbursements with limits of \$10 for breakfast, \$10 for lunch and \$25 for dinner. No reimbursement above this amount will be allowed unless extenuating circumstances exist to support an exception to this travel policy. Any exceptions to this policy must be approved by SURS in advance of travel, in writing, by a duly authorized representative of SURS.

Appendix F: Conflict of Interest Identification

SURS holds trustees, employees and vendors to the strongest standards of ethics, transparency, and accountability. Trustees, employees and vendors are prohibited from self-dealing and are required to provide services for the sole interest of SURS members with honesty and integrity at all times. The identification and disclosure of conflicts of interest is integral to ensuring that SURS administers the benefits promised to members in a financial and fiduciarily-prudent manner.

All responders are required to fill out the information below. A failure to disclose any material conflict as outlined in this section may be cause for disqualification from the RFP selection process and/or cause for termination of an awarded contract. Please respond to each question below by initialing the space next to the appropriate answer and completing the certification.

Does the organization and/or any of its key professionals or their immediate family members have a conflict of interest or ethical concerns that may prevent it from contracting with SURS?

Yes No Unsure

Does the organization and/or any of its key professionals or their immediate family members have a conflict of interest or ethical concerns with any member of the SURS Board of Trustees that may prevent it from contracting with SURS?

Yes No Unsure

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?

Yes No Unsure

If answering "Yes" or "Unsure" to any of the questions above, please explain below:

I hereby certify that the information set forth above is true and complete to the best of my knowledge and belief.

Printed Name: _____ Title/Position: _____

Signature: _____ Date: _____

Appendix G: Prohibited Responder Listing

All responders are required to fill out the information below. A failure to disclose any material conflict as outlined in this section may be cause for disqualification from the RFP selection process and/or cause for termination of an awarded contract.

Is the organization presently listed on a state or federal prohibited responder listing, or a retirement system, pension fund, or investment board prohibited responder listing?

Yes No

Has the organization ever been listed on a state or federal prohibited responder listing, or a retirement system, pension fund, or investment board prohibited responder listing?

Yes No

If answering "Yes" to either of the previous questions, please explain why the organization is/was on the prohibited responder listing, including dates of prohibition.

I hereby certify that the information set forth above is true and complete to the best of my knowledge and belief.

Printed Name: _____ Title/Position: _____

Signature: _____ Date: _____

Appendix H: Candidate Questionnaire

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, geographic footprint 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(s) will likely provide services 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 and defined contribution retirement plans as well as the relevant 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, with the general and SURS specific provisions of the Illinois Pension Code (40 ILCS 5/1 *et seq.* and 40 ILCS 5/15-1, *et seq.*)
6. Describe your firm's understanding of the Illinois Freedom of Information Act (5 ILCS 140/1 *et seq.*) and the Illinois Open Meetings Act (5 ILCS 120/1, *et seq.*) as these statutes relate to various investment vehicles and to public records and public meetings, generally.
7. Describe your firm's experience in negotiating, on behalf of public sector pension plans, custodial agreements, non-custodial securities lending agreements, transition management agreements, investment management agreements, and transaction documents required in various other investment vehicles (such as limited partnerships, collective investment trusts, etc.).
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 legal projects prior to commencement of project assignments. 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 investment 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 for 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 of more attorneys assigned to perform work for 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. Describe how your firm will use these resources in providing legal advice and services to SURS.
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 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 conflicts of interest issues for your firm in providing legal advice and services to SURS? If so, describe them in detail.
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 any 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 and administrative rules generally, and specifically, with respect to the Illinois Pension Code.
26. Has your firm been asked to commence legal proceedings against one of your pension fund clients? If so, what steps and procedures did your firm employ to address that conflict situation?
27. Describe your firm's ability to timely evaluate, comment, and provide legal recommendations with respect to proposed legislation when a quick turnaround is required.
28. 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.

29. Does your firm endorse the Institutional Limited Partners Association ("ILPA") Private Equity Principles (version 3.0 – January 2019?)
30. Describe your firm's diversity policies and practices. Identify any minorities, women and persons with disabilities that would be assigned to provide services for SURS if your firm is selected.
31. 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.