DELAWARE PUBLIC EMPLOYEES RETIREMENT SYSTEM

Delaware Public Employees Retirement System

Request for Proposals for

Securities Litigation Monitoring Services

Bid Number: ___OMB-19-544 Securities Litigation_____

Bid Closing: ____July 26, 2019_____

REQUEST FOR PROPOSALS TO PROVIDE LEGAL COUNSEL ISSUED BY THE DELAWARE PUBLIC EMPLOYEES RETIREMENT SYSTEM FOR THE STATE OF DELAWARE

Executive Summary

The Delaware Public Employees Retirement System ("DPERS") is issuing this Request for Proposals ("RFP"). The purpose of this RFP is to engage a qualified organization(s) and/or individuals to provide Legal Counsel Services to Evaluate and Monitor Securities Litigation to DPERS from time to time as required. DPERS anticipates that such Legal Counsel Services to Evaluate and Monitor Securities Litigation **shall** be provided on both an "on-call basis" and in connection with specific projects and issues that may arise from time to time.

This RFP will define the scope of the work to be performed, the requirements the vendor ("Vendor") must address, the method for response and the administrative requirements that must be followed. DPERS will advise potential Vendors of changes to any dates as may be necessary. DPERS also reserves the right to modify and/or cancel this solicitation at any time during the RFP process.

RFP Schedule

ID	Date/Time	Activity
1	June 3, 2019	Request for Proposal issued and Posted on State Bid Window, http://bids.delaware.gov/ and the DPERS website, https://open.omb.delaware.gov/.
2	July 1, 2019	All Vendor questions regarding RFP are due
3	July 12, 2019	DPERS issues answers to questions regarding the RFP via updated posting on State Bid Window, http://bids.delaware.gov/ and the DPERS website, https://open.omb.delaware.gov/.
4	July 26, 2019	**RFP Response due date**
5	August 26, 2019	Begin Vendor Interviews (subject to change)
6	September 30, 2019	Begin Negotiations (subject to change)
7	October 31, 2019	Contract awarded (subject to change)

All interested firms should submit an original hard copy and 5 bound copies of their proposal ("Proposal") and an electronic copy to the contact person. Proposals may be mailed or hand-delivered for receipt no later than 3:00 p.m. EST on July 26, 2019 ("Closing Date"). All timely Proposals become the property of the DPERS. Requests for extensions of the Closing Date will not be granted. Any Proposal, request for modification, or request for withdrawal received after 3:00 p.m. on the Closing Date is late and may not be considered. The Proposals may be delivered by Express Delivery (e.g., FedEx, UPS, etc.), U.S. Mail, or by hand. Proposals shall be submitted to:

DPERS
ATTN: David C. Craik
860 Silver Lake Blvd.
Suite 1, McArdle Building
Dover, DE 19904

Each proposal must be accompanied by a transmittal letter, which briefly summarizes the proposing firm's interest in providing the required professional services. The transmittal letter must also clearly state and justify any exceptions to the requirements of the RFP, which the applicant may have taken in presenting the Proposal. DPERS reserves the right to deny any and all exceptions taken to the RFP requirements.

The cost of preparing Proposals will be borne solely by the offerors. Proposals shall address all the questions posed by the DPERS in the order in which they appear in this request.

RFP Designated Contact:

Please submit all questions and requests for information to:

Ann Marie Johnson
Deputy State Solicitor
Carvel State Building
820 N. French Street, 6th Floor
Wilmington, Delaware 19801

Direct Dial: (302) 577-8423
Fax: (302) 577-6630
Email: Annmarie.johnson@state.de.us

All questions submitted, along with answers will be consolidated into a single Q&A document. The source of the questions will not be disclosed in the document. The Q&A document will be posted on the State Bid Window at http://bids.delaware.gov and the DPERS website at https://open.omb.delaware.gov/.

1.0 GENERAL INFORMATION

1.01 Project Scope and Objectives: Legal Counsel Services to Evaluate and Monitor Securities Litigation include, but are not limited to:

1. Independently and objectively review potential litigation matters when requested by DPERS staff including but not limited to requests (usually unsolicited) received at DPERS, from attorneys unaffiliated with DPERS, for DPERS to be represented by said attorneys and for DPERS to serve as lead plaintiff in securities litigation class actions.

2. Independently and objectively monitor and/or review specific issues on DPERS's behalf regarding active litigation matters.

3. Monitor general securities class action filings and potential filings for involvement by DPERS.

4. Independently and objectively provide guidance to DPERS in evaluating the benefits and costs of seeking lead plaintiff status in any class action matter.

5. Independently and objectively provide guidance to DPERS in evaluating the costs and benefits of pursuing participating in class actions with a status other than lead plaintiff, including, but not limited to, reviewing potential class action settlements and the potential benefits and costs of seeking to "opt-out" of any such settlement.

6. Evaluate the merits of any claims and the likelihood of success; evaluate the potential defenses that may be asserted.

7. Advise DPERS of the approximate size of recoverable damages.

8. Evaluate legal options available outside of class action status including, but not limited to, electing to pursue individual litigation and non-legal alternatives that DPERS may seek to pursue.

9. When directed by DPERS staff, assist DPERS in promptly preparing RFRs to select litigation counsel for securities litigation matters.

10. When directed by DPERS staff, assist DPERS in ensuring that DPERS can proceed with appropriate litigation counsel within the necessary time period to pursue lead plaintiff status.

11. Advise DPERS with respect to the recommendations made by class counsel during litigation, including but not limited to evaluating proposed settlements and opt-out options.

Work cooperatively with DPERS staff -- and assist DPERS staff in working cooperatively with DPERS's Board and its Board Chair and also with the Delaware

Attorney General -- in connection with the monitoring and evaluation of litigation matters.

1.02

Selected Monitoring Counsel will work closely with the Deputy Attorney General ("DAG") assigned to act as general counsel to DPERS. All advice is to be provided directly to the DAG.

2.0 MINIMUM REQUIRED QUALIFICATIONS

2.01 Experience and Reputation

A. The law firm must have been in business at least three years.

B. The law firm should have at least five (5) or more year's prior experience in representing clients in Securities Litigation matters.

C. The law firm must designate a lead attorney licensed to practice law with five (5) or more years' experience in Securities Litigation matters.

2.02 Professional Liability Insurance

The Vendor shall agree to maintain in full force and effect during the term of the Contract professional liability insurance in an aggregate amount of not less than $2 million. In order to satisfy this requirement, the Vendor must:

A. Include a statement in its Proposal affirmatively responding to this requirement; and

B. Include in its Proposal either:

1) A certificate of insurance or letter from its insurer demonstrating that the Vendor meets this requirement, or

2) A commitment letter or other evidence, satisfactory to the Procurement Officer, that Vendor will have such coverage as of the date the Contract commences.

If the Vendor is a joint venture, and one party of the joint venture does not presently have such liability insurance, this requirement may be satisfied if the members of the joint venture include in their proposal evidence, satisfactory to the Procurement Officer, that all members of the joint venture will have such coverage as of the date the Contract commences, either through actual insurance policies or an indemnity agreement by the properly insured firm, in form and substance acceptable to the DPERS.

2.03 Vendor's Capacity

Each Vendor must demonstrate the capacity to perform the type of services needed by the DPERS described in Section 1.01 above. The Vendor must be available at all times to render services required under the Contract.

3.0 TECHNICAL PROPOSAL FORMAT

The following information shall be provided in each proposal in the order listed below. A Vendor is expected to provide a response for each requirement listed in this RFP. Failure to respond to any request for information within this proposal may result in rejection of the proposal at the sole discretion of the DPERS.

3.01 General

All technical proposals shall be prepared with a concise description of the Vendor's capabilities to satisfy the minimum qualifications of Section 2 above and the information requested under Section 3 below. Vendors should organize their proposals so that their responses correspond to the specific subsections to the extent possible without unnecessary repetition.

3.02 Required Information

The proposal shall contain the information described below. Joint ventures should provide the information separately for each firm.

A. Vendor's Prior Experience

1. General Information:

(i) 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? Please describe.

(ii) Has your firm or an attorney in your firm's employ ever been disciplined or censured by any regulatory body? If so, describe the principal facts.

(iii) 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 provision of legal services? If so, provide an

explanation and indicate the current status or disposition.

(iv) Please describe your firm's backup procedures in the event one or more attorneys assigned to DPERS leave the firm. Identify the key attorney who will be the primary contact and lead counsel in providing services to DPERS, whose continuing status as such is an essential element of this contract.

2. Securities Litigation Monitoring Experience:

(i) Provide a detailed description of the Vendor's experience in Public Pension Securities Litigation related matters during the last five (5) years.

(ii) Describe the Vendor's experience in the last five (5) years representing or advising Public Pension Systems in Securities litigation or monitoring.

(iii) Provide a brief description of areas of the law related to the purpose of this RFP in which the Vendor has an expertise, including, but not limited to, securities law, and litigation.

B. Conflicts of Interest.

1. In general. If a conflict of interest arises, the Vendor should be willing to continue to represent the DPERS and be in a position to inform other existing or potential clients that they must find representation elsewhere in particular situations. The Attorney General may entertain a request for a waiver of a Vendor's representation of a party in litigation involving a unit of State government other than DPERS, but does not expect to waive any other conflicts. DPERS reserves the right, in its sole discretion, to select another approved law firm to work on a particular matter if a conflict is not resolved to its satisfaction.

Each Vendor shall identify any conflicts of interest which may arise if the Vendor serves as DPERS Counsel and shall describe in its Proposal how it proposes to deal with such conflicts. Conflicts may arise not only from attorneys' names on the contract but also from representation of parties involved in the transactions or other matters

involving the DPERS by any member of the firm, regardless of whether that attorney is in the same office or a different office of the firm. Conflicts of interest may also arise where the Vendor takes, or has taken, and/or supported or advocated positions or policies in a formal filing(s) which would be inconsistent with the State of Delaware as reflected in its Laws, Statutes, or Rules.

C. References

1. Each vendor shall include in their proposal at least one reference or letter of recommendation from a client for whom the vendor has provided similar services.

4.0 PRICE PROPOSAL FORMAT

4.01 Billing Rates

All responses must include a detailed explanation of the fee proposed. If hourly rates are proposed, the response must specify the hourly rate for each individual identified as a provider of services. The offered rates and proposed billing structure should including a stated willingness (and preferably a commitment) to offer additional discounts, flat fees, blended rates, fee caps, use of junior attorneys as appropriate, and any and other forms of competitive pricing. Please note that state policy prohibits payments of retainers in advance of the provision of services. If hourly rates are proposed, they must be provided in the table below. Additionally, respondents must include an explanation of any other expenses *(i.e.,* photocopying, telephone usage, *etc.).*

All submissions must include:

A. Current billing Rates for all attorneys assigned to represent the DPERS pursuant to this RFP;

B. Current billing Rates for all para-professionals assigned to represent the DPERS pursuant to this RFP;

C. No compensation will be permitted for the services of law clerks and law school graduates not admitted to practice.

D. While reasonable expenses and fees will be reimbursed, the Billing Rates, as bid, should include any potential costs for all non-reimbursable overheads such as computer, e-mail, word processing, conference rooms, rent, supplies, library use, clerks, proofreaders, support staff salaries, telephone and fax charges, and online research.

4.02 Alternative Pricing Proposals

Although each Vendor is required to submit a price proposal containing the information set forth in Part 4.0, the DPERS will also accept proposals for alternative billing arrangements, which enhance the value and efficiency of the services to be provided. The Vendor may submit a statement, not more than one page in length, with respect to any alternative pricing proposal.

5.0 EVALUATION OF PROPOSALS

The selection committee shall evaluate the proposals. During the evaluation process the selection committee may, at its discretion, request any or all firms to make oral presentations or participate in a formal interview. Such presentation or interviews will provide firms with an opportunity to answer questions about a firm's Proposal. Not all firms may be asked to make an oral presentation or to attend an interview.

5.01 Selection Criteria

The selection of the firm to provide legal services will be based on an evaluation of the Proposals to determine which Proposal reflects the best value to the DPERS, with technical factors generally being considered more important than cost of services. The selection of the firm to provide legal services will be based upon the following technical factors in descending order of importance.

A. Experience of the firm and the individual attorneys representing clients in Public Pension Securities Litigation-related matters;

B. Experience of the firm and the individual attorneys representing Public Pension Systems generally;

C. Administrative structure of representation (i.e., proposed staffing assignments), soundness of approach to representation and understanding of the needs of the DPERS;

D. Demonstrated ability to perform the services referred to under Project Scope and Objectives, and

E. References and recommendations of other clients.

5.02 Contract Negotiation

The DPERS intends on opening negotiations with Vendors that the DPERS determines have a reasonable likelihood of being awarded a contract based on the

proposals that are submitted. Negotiations will focus on any technical weaknesses or deficiencies in proposals as well as cost and pricing issues.

A Legal Services Agreement with each of the selected the law firms will be required. Each agreement must be approved by the Attorney General of the State of Delaware and the Governor of the State of Delaware pursuant to 29 *Del. C.* § 2507.

The successful Vendors will be required to comply with the DDOJ Outside Counsel Billing Policy. ("Attachment A").

5.03 Contract Award

The DPERS reserves the right to award all, part, or none of this contract. The DPERS intends to award contracts to more than one law firm if deemed appropriate and desirable.

ATTACHMENT A

STATE OF DELAWARE DEPARTMENT OF JUSTICE

OUTSIDE COUNSEL BILLING POLICY

Delaware Department of Justice
Outside Counsel Billing Policy

As of April 30, 2015

I. Budgeting, billing and staffing

a. Billing rates will be in effect for entire matter as provided for in the outside counsel contract. Any change must be approved by the Coordinating Attorney in writing 60 days in advance of the effective date of the change in a billing rate.

b. General Billing practices

i. Bills to be rendered monthly within 30 days after end of month or entire month. No carry-over billing (example cannot bill from May 1 — June 15).

ii. Details of fees by lawyer, paralegal, number of hours by task, description.

iii. Expenses/disbursements detail and charges by category.

iv. Block Billing of Services is unacceptable. All bills shall be billed in increments of no less than 0.1 billing hour (6 minutes).

v. Time billed for each activity should be identified separately. Do not combine different types of activities in one entry on the invoice. "Block billing" of fees is not acceptable, even if the same individual performed the activities.

vi. The description of services or activity should be brief and informative. For example, merely listing "Research" is not an acceptable billing entry. An acceptable entry would be "Legal research on statute of limitations issues related to [Insert issue]. Another example would be merely listing "Telephone calls" would not be acceptable, instead "Telephone calls to J. James of [Firm] and M. Smith [of firm] re: motion to dismiss." Be sure to identify the "who, what and where."

vii. No more than 2 outside counsel attorneys at meetings, depositions, mediations, negotiations, and/or hearings unless pre-approved by the Coordinating Attorney.

viii. No firm paralegals at meetings, depositions, mediations, negotiations, and/or hearings unless pre-approved by the

Coordinating Attorney.

ix. Billable hours for summer interns/clerks will not be allowed unless pre-approved by the Coordinating Attorney.

x. More than 12 hours per day by one member of outside counsel staff will be closely reviewed.

xi. Internal conferences accounting for more than 10% total monthly billings closely reviewed. Excessive intra-office conferences between attorneys or paralegals for the purpose of providing instruction or status will be closely reviewed.

xii. Excessive number of attorneys performing services in a matter will be closely reviewed, unless prior approval is received from the Coordinating Attorney in writing.

xiii. Billing for research on general legal issues which should be within the knowledge of the firm and/or associate will be closely reviewed.

xiv. Billing of hours for work done by multiple attorneys in the firm for similar work on the same issue will be closely reviewed.

xv. Billing attorney and/or paralegal time for invoice preparation, review, or for corrections to the invoice is not acceptable.

xvi. Excessive time spent in "file review" will be closely reviewed.

xvii. Excessive time spent in "review and revision" of documents that that you prepare will be closely reviewed.

xviii. Charging attorney time for tasks that should be performed efficiently and effectively at less expense by a paralegal or secretary, or charging paralegal time for tasks that should be performed by clerical workers will be closely reviewed. For example, we do not allow charging attorney time for arranging logistics for a deposition.

xix. Hours charged at a more senior attorney rate when a matter should be handled by a less senior attorney will be closely reviewed.

xx. Charging for secretarial time, and or overtime or other staff members is not acceptable

c. Expenses/Disbursements

i. Reasonable expenses and fees will be reimbursed. Should you have any questions or concerns whether or not a fee or expense falls within the reasonable expense range or will be reimbursed please contact your Coordinating Attorney for an approval.

ii. Examples of non-reimbursable overhead

a. Computer, e-mail, word processing charges

b. Conference room charges, rent Online research charges

c. Supplies

d. Library use, staff

e. Clerks

f. Proofreader charges

g. Support salaries

h. Telephone charges

i. Fax charges

j. Online research (Westlaw, Lexis)

d. Use of Outside Consultants, Experts and Contract Attorneys. There may be instances where the use of consultants, experts and contract attorneys may be required to staff a case. This should be done as part of the case planning in conjunction with your Coordinating Attorney. These fees should be reasonable and necessary, and are subject to approval by the Delaware Department of Justice.