

Fiduciary Counsel Services

Request for Proposal – Questions & Answers

February, 2021



Orange County Employees Retirement System (OCERS)

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Questions Submitted:

Question 1

At section 7, question 10, the RFP requests “a description of all legal proceedings” brought against the respondent. “Legal proceedings” is broadly defined to include jury proceedings, administrative proceedings, and investigations by governmental entities. There are no stated limitations as to timeframe or subject matter, but the final phrase is “included as part of the proposal.” May be properly read this question as requiring disclosure only of those “legal proceedings” involving the individuals who will be part of our proposed RFP team (but unrestricted as to time or subject matter, as to those individuals), rather than all proceedings brought, ever, against the firm or any of its attorneys or related entities as described in that question?

Answer 1

Yes, section 7, question 10 that requests a description of all legal proceedings brought against the respondent, should be read as requiring disclosure of legal proceedings involving the individuals who will be part of the proposed RFP team regardless of time or subject matter.

Question 2

Section 11 of the RFP states that the form contract provided as Exhibit D represents the “general form of the contract that OCERS intends to use,” but also states that changes, including material changes, may be made prior to execution. Section 11 goes on to say that if a proposer does not take exception to specific terms in the form contract at Exhibit D, it will be deemed to have agreed to those terms. It further states that each such objection must include a rationale, and “propose language for each modification and additional term sought.” Does this require that a proposing firm provide a redline of the proposed contract, and that each requested modification be specifically explained? Given that we have an existing contract with OCERS for a different scope of services, would it be permissible, as an alternative means of proposing modification, for us to simply propose that the legal terms of our existing contract be used, with the scope of services modified to reflect the current RFP’s scope of services, and the RFP and proposal added as exhibits as stated in Section 11?

Answer 2

No, it would not be sufficient to propose that that the terms of another existing contract be used. Please provide a redlined version of the contract included as Exhibit D if it contains any terms you do not wish to have deemed as accepted.