RFP0005

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| **Attachment E** | References (for all Modules; duplicate as necessary) |
| **APPENDICES*****Available in Forms Only file on OSC Website*** |
| **Appendix E** | Proposer’s Certification/Acknowledgements |
| **Appendix F** | CRF Vendor Responsibility and Conflict of Interest Disclosure Form |
| **Appendix G** | CRF Proposer’s Disclosure of Prior Non-Responsibility Determinations |
| **Appendix H** | Material Conflicts of Interest Statement |
| **EXHIBITS*****Available as separate files on the OSC Website*** |
| **Exhibit 1** | Draft Contract, Module 1 – Securities Litigation Counsel |
| **Exhibit 2** | Draft Contract, Module 2 – SEC and Corporate Law Counsel |
| **Exhibit 3** | Draft Contract, Module 3 – Delaware Counsel |
| **Exhibit 4** | Draft Contract, Module 4 – Evaluation and Class Action Services Counsel |
| **Exhibit 5** | Draft Contract, Module 5 – Foreign Litigation Counsel |

# **ATTACHMENT A**

## PROPOSER’S CERTIFIED STATEMENTS

**MANDATORY SUBMISSION: to be completed and included in the Technical Proposal documents.**

Expand fields and/or attach additional pages as necessary.

|  |
| --- |
| **RFP0005 Legal Services Modules** |
| 1. **Provide the name of the Proposing firm, primary office address, and telephone number.**
 |
| **Proposer:**  |
| **Address:**  |
| **City, State, ZIP Code:**  |
| **Telephone Number (including area code):**  |
| 1. **IF A JOINT PROPOSAL WAS SUBMITTED: Provide the name of the joint Proposer’s firm, its primary office address, and telephone number.**
 |
| **Joint Proposer:**  |
| **Address:**  |
| **City, State, ZIP Code:**  |
| **Telephone Number (including area code):**  |
| 1. **Provide the name, title, address, telephone number, and email address of the Proposer’s Primary Contact with the CRF with regard to the proposal(s) submitted.**
 |
| **Name:**  |
| **Title:**  |
| **Address:**  |
| **City, State, ZIP Code:**  |
| **Telephone Number (including area code):**  |
| **Email Address:**  |
| 1. **IF A JOINT PROPOSAL WAS SUBMITTED: Provide the name, title, address, telephone number, and email address of the Joint Proposer’s Primary Contact with the CRF with regard to the proposal(s) submitted.**
 |
| **Name:**  |
| **Title:**  |
| **Address:**  |
| **City, State, ZIP Code:**  |
| **Telephone Number (including area code):**  |
| **Email Address:**  |
| 1. **Provide the name, title, address, telephone number, and email address of the person authorized to bind the Proposer contractually, if different from #3.**
 |
| **Name:**  |
| **Title:**  |
| **Address:**  |
| **City, State, ZIP Code:**  |
| **Telephone Number (including area code):**  |
| **Email Address:**  |
| 1. **IF A JOINT PROPOSAL WAS SUBMITTED: Provide the name, title, address, telephone number, and email address of the person authorized to bind the Joint Proposer contractually, if different from #4.**
 |
| **Name:**  |
| **Title:**  |
| **Address:**  |
| **City, State, ZIP Code:**  |
| **Telephone Number (including area code):**  |
| **Email Address:**  |

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| --- |
| 1. **This Technical Proposal(s) is submitted for the following Service Module:**
 |
| **[ ]  Module 1: Securities Litigation Counsel****[ ]  Module 2: SEC and Corporate Law Counsel****[ ]  Module 3: Delaware Counsel****[ ]  Module 4: Evaluation and Class Action Services Counsel****[ ]  Module 5: Foreign Litigation Counsel** |
| 1. **Minimum Qualifications to Propose (Section 3.0):**

**Check “N/A” if a proposal is not submitted for the Module.** |
| 1. **Module 1: Securities Litigation Counsel**
 | **Proposer****[ ]  N/A** | **Joint Proposer****[ ]  N/A** |
| 1. The Proposer has expertise in securities litigation, demonstrated by an existing securities litigation practice.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer has three partners whose aggregate experience in securities litigation matters totals at least 20 years.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer has three public or private pension plan/funds or other institutional investor clients, other than the CRF, each of which has retained the Proposer to provide legal services in at least one securities litigation matter since January 1, 2020.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. **Module 2: SEC and Corporate Law Counsel**
 | **Proposer****[ ]  N/A** | **Joint Proposer****[ ]  N/A** |
| 1. The Proposer has expertise in SEC and corporate law matters, demonstrated by an existing corporate governance, corporate law, or SEC practice.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer has two partners whose aggregate experience in corporate governance work on behalf of institutional investors totals at least 10 years.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer has two public or private pension plans/funds or other institutional investor clients, other than the CRF, to whom the Proposer has provided legal services in a corporate governance matter since January 1, 2020.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |

|  |  |  |
| --- | --- | --- |
| 1. **Module 3: Delaware Counsel**
 | **Proposer****[ ]  N/A** | **Joint Proposer****[ ]  N/A** |
| 1. The Proposer has expertise in Delaware law relating to corporate matters, as demonstrated by an existing Delaware law practice with an office in Delaware.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer has three partners
2. admitted to practice in Delaware; and
3. whose aggregate experience in Delaware law matters totals at least 20 years.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer has three public or private pension plans/funds or other institutional investor clients, other than the CRF, to whom the Proposer has provided legal services in a Delaware law matter since January 1, 2020.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. **Module 4: Evaluation and Class Action Services Counsel**
 | **Proposer****[ ]  N/A** | **Joint Proposer****[ ]  N/A** |
| 1. The Proposer has three key staff whose aggregate experience in securities litigation (which may include evaluation of securities litigation) totals at least 20 years.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer has the ability to analyze Fund trade data to calculate investment losses and potential damages in public equities and fixed income securities acquired through public and/or private sales.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer has three public or private pension plans/funds or other institutional investor clients, other than the CRF, each of which has retained Proposer to provide services related to evaluation of securities litigation, class action claims resolution, or auditing of class action claims filings in at least one matter since January 1, 2020.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. **Module 5: Foreign Litigation Counsel**
 | **Proposer****[ ]  N/A** | **Joint Proposer****[ ]  N/A** |
| 1. The Proposer has two partners whose aggregate experience in advising U.S. investors regarding non-U.S. litigation totals at least 15 years.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer has the ability to analyze trade data to calculate investment losses and potential damages in public equities and fixed income securities acquired outside the U.S.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer has three public or private pension plans/funds or other institutional investor clients, other than the CRF, each of which has retained the Proposer to provide legal services regarding non-U.S. litigation since January 1, 2020.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer certifies that it does not take a financial interest in any of the cases about which it offers advice.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. **Proposer’s Acknowledgement of Proposal Requirements:**

**(Note: alteration of any language contained in this section may render your proposal non-responsive.)** |
| 1. The proposal, including the Technical, Cost, and Administrative Proposals, constitutes a firm and irrevocable offer for a period of **180** days from the date of proposal submission.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer is willing and able to perform all of the Services for the Module(s) for which a proposal is submitted as described in Section 5.0 of the RFP.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer agrees not to make any claims arising from any misrepresentations, misunderstanding of the specifications, or lack of information provided in the RFP.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer agrees to fully comply with the OSC Executive Order on Procurement Integrity and the OSC Procurement Integrity Procedures attached to this RFP as Appendix C.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer certifies that all information provided in connection with its proposal is true and accurate.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer warrants that, if selected, it is willing and able to comply with applicable New York State laws affecting business entities.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer warrants that, if selected, it will not delegate or subcontract its responsibilities under an agreement resulting from this RFP without the prior written approval of the Fund, which approval can be withheld by the Fund in its sole and absolute discretion.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer is willing to abide by the Fee Grid set forth in Attachment C with limitations as set forth in Section 6.3.C. if retained on a contingency fee basis for Module 1 – Securities Litigation Counsel or Module 3 – Delaware Counsel.

(Check N/A as appropriate if no proposal was submitted for Module 1 or Module 3.) | **[ ]  Yes [ ]  No** **[ ]  N/A Module 1****[ ]  N/A Module 3** | **[ ]  Yes [ ]  No** **[ ]  N/A Module 1****[ ]  N/A Module 3** |
| 1. The Proposer understands that inclusion in the Pool does not ensure that any services will be requested of the Proposer.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer has read, understands, and accepts all provisions of Appendix A (Standard Clauses for Contracts Entered Into by the Comptroller of the State of New York, as Trustee of the Common Retirement Fund). Appendix A contains important information related to the contract(s) to be entered into as a result of this RFP and will be incorporated, without change or amendment, into the contract(s) entered into between the Fund and the selected Proposer(s). By submitting a response to this RFP, the Proposer agrees to comply with all provisions of Appendix A.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. Consistent with Insurance Regulations Sub-Part 136-2, including but not limited to section 136-2.5 thereof (see Appendix D), the Proposer will provide the Fund and/or the Office of the State Comptroller and/or the Fund’s outside auditors with pre- and post-audit access to documents, personnel, and other information necessary to conduct audits of the Fund upon request during the term of the contract(s) and for a period of six years thereafter**.**
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer has reviewed the attached applicable Draft Contract(s) (Exhibit 1, Exhibit 2, Exhibit 3, Exhibit 4, Exhibit 5) and the Proposer is willing to enter into a contract(s) substantially in accordance with the terms thereof should the Proposer be selected for contract award(s) for any or all Modules for which a proposal is submitted.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| 1. The Proposer will act as a fiduciary to the Fund for the term of the Agreement.
 | **[ ]  Yes [ ]  No** | **[ ]  Yes [ ]  No** |
| **\*A “No” response in Sections 8 or 9 of this Attachment may result in disqualification.** |
| 1. **FOR THE PROPOSER: Provide the name, title, address, telephone number, and email address of the person authorized to receive Notices with regard to the contract(s) entered into as a result of this RFP. See “Notices” Sections of Draft Contracts for Modules (Exhibits 1, 2, 3, 4 and 5).**
 |
| **For Module 1, Exhibit 1:** |
| **Name:** |
| **Title:** |
| **Address:** |
| **City, State, ZIP Code:** |
| **Telephone Number (including area code):** |
| **Email Address:** |
| **For Module 2, Exhibit 2:** |
| **Name:** |
| **Title:** |
| **Address:** |
| **City, State, ZIP Code:** |
| **Telephone Number (including area code):** |
| **Email Address:** |
| **For Module 3, Exhibit 3:** |
| **Name:** |
| **Title:** |
| **Address:** |
| **City, State, ZIP Code:** |
| **Telephone Number (including area code):** |
| **Email Address:** |
| **For Module 4, Exhibit 4:** |
| **Name:** |
| **Title:** |
| **Address:** |
| **City, State, ZIP Code:** |
| **Telephone Number (including area code):** |
| **Email Address:** |
| **For Module 5, Exhibit 5:** |
| **Name:** |
| **Title:** |
| **Address:** |
| **City, State, ZIP Code:** |
| **Telephone Number (including area code):** |
| **Email Address:** |
| 1. **FOR THE JOINT PROPOSER (if applicable): Provide the name, title, address, telephone number, and email address of the person authorized to receive Notices with regard to the contract(s) entered into as a result of this RFP. See “Notices” Sections of Draft Contracts for Modules (Exhibits 1, 2, 3, 4, and 5).**
 |
| **For Module 1, Exhibit 1:** |
| **Name:** |
| **Title:** |
| **Address:** |
| **City, State, ZIP Code:** |
| **Telephone Number (including area code):** |
| **Email Address:** |
| **For Module 2, Exhibit 2:** |
| **Name:** |
| **Title:** |
| **Address:** |
| **City, State, ZIP Code:** |
| **Telephone Number (including area code):** |
| **Email Address:** |
| **For Module 3, Exhibit 3:** |
| **Name:** |
| **Title:** |
| **Address:** |
| **City, State, ZIP Code:** |
| **Telephone Number (including area code):** |
| **Email Address:** |
| **For Module 4, Exhibit 4:** |
| **Name:** |
| **Title:** |
| **Address:** |
| **City, State, ZIP Code:** |
| **Telephone Number (including area code):** |
| **Email Address:** |
| **For Module 5, Exhibit 5:** |
| **Name:** |
| **Title:** |
| **Address:** |
| **City, State, ZIP Code:** |
| **Telephone Number (including area code):** |
| **Email Address:** |
| 1. **Proposer’s Taxpayer Identification Number:**
 |
|  |
| 1. **Joint Proposer’s Taxpayer Identification Number (if applicable):**
 |
|  |
| **By my signature I affirm under penalty of perjury that I am duly authorized to legally bind the Proposer referenced above and I sign this Attachment A (Proposer’s Certified Statements) as the legally binding act of the Proposer.** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****Typed or Printed Name of Authorized Representative of the Proposer** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****Title/Position of Authorized Representative of the Proposer** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****Signature of Authorized Representative of the Proposer** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****Date** |
| **FOR THE JOINT PROPOSER (if applicable): By my signature I affirm under penalty of perjury that I am duly authorized to legally bind the Joint Proposer referenced above and I sign this Attachment A (Proposer’s Certified Statements) as the legally binding act of the Joint Proposer.** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****Typed or Printed Name of Authorized Representative of the Joint Proposer** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****Title/Position of Authorized Representative of the Joint Proposer** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****Signature of Authorized Representative of the Joint Proposer** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****Date** |

# **ATTACHMENT B**

## PROPOSAL DOCUMENTS SUBMITTED

|  |
| --- |
| **RFP0005 Legal Services Modules** |
| **ADMINISTRATIVE PROPOSAL REQUIREMENTS****Submit ONCE regardless of number of Modules for which a proposal is submitted.** |
| **RFP §** | **REQUIREMENT** |  |
| **§8.1.A** | **Appendix F** - CRF Vendor Responsibility and Conflict of Interest Disclosure Form, completed and signed | **[ ]**  |
| **§8.1.B** | **Appendix E** - CRF Proposer’s Acknowledgement/Certification, completed and signed | **[ ]**  |
| **§8.1.C** | **Appendix G** - CRF Proposer’s Disclosure of Prior Non-Responsibility Determinations, completed and signed | **[ ]**  |
| **§8.1.D** | **Appendix H** - Material Conflicts of Interest Statement, completed, signed, and notarized | **[ ]**  |
| **§8.1.E** | Written statement of the necessity for claimed Freedom of Information Law exceptions **(recommended)** | **[ ]**  |
| **§8.1.F** | Proposed revisions to the Draft Contract (if any) | **[ ]  or [ ]  N/A** |
| **TECHNICAL PROPOSAL REQUIREMENTS****Submit for EACH Module for which a proposal is submitted.** |
| **§8.2 A-C** | **Title Page, Table of Contents, and Index** | **[ ]**  |
| **§8.2.D** | **Attachment A** – Proposer’s Certified Statements, completed and signed | **[ ]**  |
| **Minimum Qualifications and Technical Submissions, by Module:** |
| **§8.2.E.1** | **Attachment D1** - Technical Response Requirements for **Module 1**, including Attachment D1-A, and additional documents as listed; and/or | **[ ]  or [ ]  N/A** |
| **§8.2.E.2** | **Attachment D2** - Technical Response Requirements for **Module 2**, including Attachment D2-A, and additional documents as listed; and/or | **[ ]  or [ ]  N/A** |
| **§8.2.E.3** | **Attachment D3** - Technical Response Requirements for **Module 3**, including Attachment D3-A, and additional documents as listed | **[ ]  or [ ]  N/A** |
| **§8.2.E.4** | **Attachment D4** - Technical Response Requirements for **Module 4**, including Attachment D4-A and additional documents as listed | **[ ]  or [ ]  N/A** |
| **§8.2.E.5** | **Attachment D5** - Technical Response Requirements for **Module 5**, including Attachment D4-A and additional documents as listed | **[ ]  or [ ]  N/A** |
| **§8.2.F** | **Attachment E** – References, completed | **[ ]**  |
| **COST PROPOSAL REQUIREMENTS****Submit for EACH Module for which a proposal is submitted.** |
| **§8.3.A** | **Attachment C1 –** Cost Proposal, completed and signed for **Module 1**  | **[ ]**  |
| **§8.3.B** | **Attachment C2 –** Cost Proposal, completed and signedfor **Module 2** | **[ ]**  |
| **§8.3.C** | **Attachment C3 –** Cost Proposal, completed and signedfor **Module 3** | **[ ]**  |
| **§8.3.D** | **Attachment C4 –** Cost Proposal, completed and signedfor **Module 4** | **[ ]**  |
| **§8.3.E** | **Attachment C5 –** Cost Proposal, completed and signedfor **Module 5** | **[ ]**  |
| **FOR ALL PROPOSALS** |
| **§9.2.AOPTION 1** | **Submit a single USB flash drive that has been scanned for malware and contains each of the complete Administrative, Technical and Cost Proposals as separate files as stated in section 9.2.A. (preferred)** | **[ ]**  |
| **Optional:****Submit one paper copy of each complete Administrative, Technical, and Cost Proposals (recommended)** | **[ ]**  |
| **§9.2.BOPTION 2** | **ONE Original and TWO Copies of the Administrative Proposal** | **[ ]**  |
| **ONE Original and FOUR Copies of the Technical Proposal for each Module** | **[ ]**  |
| **ONE Original and TWO Copies of the Cost Proposal for each Module** | **[ ]**  |
| **Submit a single USB flash drive that has been scanned for malware and contains each of the complete Administrative, Technical and Cost Proposals as separate files as stated in section 9.2.A. (requested)** | **[ ]**  |

# **ATTACHMENT C**

## FEE GRID

**(Review Sections 6.3.A and 6.3.C for important information with respect to this Fee Grid.)**

|  |  |  |  |
| --- | --- | --- | --- |
| **TOTAL NET RECOVERY** | **Appointment as Lead Plaintiff through adjudication of all motions to dismiss**  | **After adjudication of all motions to dismiss through adjudication of summary judgment motions** | **After adjudication of summary judgment motions to end of case (including appeals)** |
| **TIER I:****$0 to $100 million** | **8% of recovery** | **12% of recovery** | **14% of recovery** |
| **TIER II:****More than $100 million to $250 million** | **$8,000,000****plus 7% of any amount in this range** | **$12,000,000****plus 11% of any amount in this range** | **$14,000,000****plus 13% of any amount in this range** |
| **TIER III:****More than $250 million to $500 million** | **$18,500,000****plus 5% of any amount in this range** | **$28,500,000****plus 8% of any amount in this range** | **$33,500,000****plus 9% of any amount in this range** |
| **TIER IV:****More than $500 million to $1 billion** | **$31,000,000****plus 2% of any amount in this range** | **$48,500,000****plus 5% of any amount in this range** | **$56,000,000****plus 5% of any amount in this range** |
| **TIER V:****More than $1 billion** | **$41,000,000****plus 1% of any amount in excess of $1,000,000,000** | **$73,500,000****plus 3% of any amount in excess of $1,000,000,000** | **$81,000,000****plus 3% of any amount in excess of $1,000,000,000** |

**NOTE: PROPOSERS MAY NOT ADD CATEGORIES OF TRANSACTIONS OR ADDITIONAL OR REVISED FEE STRUCTURES.**

##

## ATTACHMENT C1 – MODULE #1 COST PROPOSAL

**COMPLETE ATTACHMENT C1 AS SHOWN WITHOUT ANY REVISION OR ADDITION.**

|  |  |
| --- | --- |
| **PROPOSER:** |  |
| **HOURLY FEES** |
|  | **YEAR ONE** | **YEAR TWO** | **YEAR THREE** |
| **TITLE\*** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** |
| **PARTNERS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **ASSOCIATES** | **$** | **$** | **$** | **$** | **$** | **$** |
| **STAFF ATTORNEYS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **OF COUNSELS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **PARALEGALS** | **$** | **$** | **$** | **$** | **$** | **$** |
|  | **YEAR FOUR** | **YEAR FIVE (IF EXTENDED)** | **YEAR SIX (IF EXTENDED)** |
| **TITLE\*** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** |
| **PARTNERS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **ASSOCIATES** | **$** | **$** | **$** | **$** | **$** | **$** |
| **STAFF ATTORNEYS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **OF COUNSELS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **PARALEGALS** | **$** | **$** | **$** | **$** | **$** | **$** |

**NOTE: PROPOSERS MAY NOT ADD CATEGORIES OF TRANSACTIONS OR ADDITIONAL OR REVISED FEE STRUCTURES.**

**\*IDENTIFY TITLES THAT ARE CONSIDERED TO BE THE EQUIVALENTS OF THE TITLES LISTED AND THAT ARE BILLED AS THE EQUIVALENT.**

## ATTACHMENT C2 – MODULE #2 COST PROPOSAL

**COMPLETE ATTACHMENT C2 AS SHOWN WITHOUT ANY REVISION OR ADDITION.**

|  |  |
| --- | --- |
| **PROPOSER:** |  |
| **HOURLY FEES** |
|  | **YEAR ONE** | **YEAR TWO** | **YEAR THREE** |
| **TITLE\*** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** |
| **PARTNERS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **ASSOCIATES** | **$** | **$** | **$** | **$** | **$** | **$** |
| **STAFF ATTORNEYS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **OF COUNSELS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **PARALEGALS** | **$** | **$** | **$** | **$** | **$** | **$** |
|  | **YEAR FOUR** | **YEAR FIVE (IF EXTENDED)** | **YEAR SIX (IF EXTENDED)** |
| **TITLE\*** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** |
| **PARTNERS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **ASSOCIATES** | **$** | **$** | **$** | **$** | **$** | **$** |
| **STAFF ATTORNEYS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **OF COUNSELS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **PARALEGALS** | **$** | **$** | **$** | **$** | **$** | **$** |

**NOTE: PROPOSERS MAY NOT ADD CATEGORIES OF TRANSACTIONS OR ADDITIONAL OR REVISED FEE STRUCTURES.**

**\*IDENTIFY TITLES THAT ARE CONSIDERED TO BE THE EQUIVALENTS OF THE TITLES LISTED AND THAT ARE BILLED AS THE EQUIVALENT.**

## ATTACHMENT C3 – MODULE #3 COST PROPOSAL

**COMPLETE ATTACHMENT C3 AS SHOWN WITHOUT ANY REVISION OR ADDITION.**

|  |  |
| --- | --- |
| **PROPOSER:** |  |
| **HOURLY FEES** |
|  | **YEAR ONE** | **YEAR TWO** | **YEAR THREE** |
| **TITLE\*** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** |
| **PARTNERS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **ASSOCIATES** | **$** | **$** | **$** | **$** | **$** | **$** |
| **STAFF ATTORNEYS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **OF COUNSELS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **PARALEGALS** | **$** | **$** | **$** | **$** | **$** | **$** |
|  | **YEAR FOUR** | **YEAR FIVE (IF EXTENDED)** | **YEAR SIX (IF EXTENDED)** |
| **TITLE\*** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** |
| **PARTNERS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **ASSOCIATES** | **$** | **$** | **$** | **$** | **$** | **$** |
| **STAFF ATTORNEYS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **OF COUNSELS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **PARALEGALS** | **$** | **$** | **$** | **$** | **$** | **$** |

**NOTE: PROPOSERS MAY NOT ADD CATEGORIES OF TRANSACTIONS OR ADDITIONAL OR REVISED FEE STRUCTURES.**

**\*IDENTIFY TITLES THAT ARE CONSIDERED TO BE THE EQUIVALENTS OF THE TITLES LISTED AND THAT ARE BILLED AS THE EQUIVALENT.**

## ATTACHMENT C4 – MODULE #4 COST PROPOSAL

## PART 1 – DISCOUNTED HOURLY RATES

**COMPLETE ATTACHMENT C4 AS SHOWN WITHOUT ANY REVISION OR ADDITION.**

|  |  |
| --- | --- |
| **PROPOSER:** |  |
| **HOURLY FEES** |
|  | **YEAR ONE** | **YEAR TWO** | **YEAR THREE** |
| **TITLE\*** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** |
| **PARTNERS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **ASSOCIATES** | **$** | **$** | **$** | **$** | **$** | **$** |
| **STAFF ATTORNEYS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **OF COUNSELS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **PARALEGALS** | **$** | **$** | **$** | **$** | **$** | **$** |
|  | **YEAR FOUR** | **YEAR FIVE (IF EXTENDED)** | **YEAR SIX (IF EXTENDED)** |
| **TITLE\*** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** | **CUSTOMARY HOURLY RATE** | **DISCOUNTED HOURLY RATE PROPOSED** |
| **PARTNERS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **ASSOCIATES** | **$** | **$** | **$** | **$** | **$** | **$** |
| **STAFF ATTORNEYS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **OF COUNSELS** | **$** | **$** | **$** | **$** | **$** | **$** |
| **PARALEGALS** | **$** | **$** | **$** | **$** | **$** | **$** |

**NOTE: PROPOSERS MAY NOT ADD CATEGORIES OF TRANSACTIONS OR ADDITIONAL OR REVISED FEE STRUCTURES.**

**\*IDENTIFY TITLES THAT ARE CONSIDERED TO BE THE EQUIVALENTS OF THE TITLES LISTED AND THAT ARE BILLED AS THE EQUIVALENT.**

**ATTACHMENT C4 – MODULE #4 COST PROPOSAL**

**PART 2 – ALL-INCLUSIVE FLAT FEE**

**COMPLETE ATTACHMENT C4 AS SHOWN WITHOUT ANY REVISION OR ADDITION.**

**NOTE: PROPOSERS MAY NOT ADD CATEGORIES OF TRANSACTIONS OR ADDITIONAL OR REVISED FEE STRUCTURES.**

|  |  |
| --- | --- |
| **PROPOSER:** |  |
| **All-Inclusive Annual Fee, Year 1:** | **$** |
| **All-Inclusive Annual Fee, Year 2:** | **$** |
| **All-Inclusive Annual Fee, Year 3:** | **$** |
| **All-Inclusive Annual Fee, Year 4:** | **$** |
| **All-Inclusive Annual Fee, Year 5 (if extended):** | **$** |
| **All-Inclusive Annual Fee, Year 6 (if extended):** | **$** |
| **Total All-Inclusive Fee:** | **$** |
|  |

**ATTACHMENT C5 – MODULE #5 COST PROPOSAL**

**COMPLETE ATTACHMENT C5 AS SHOWN WITHOUT ANY REVISION OR ADDITION.**

**NOTE: PROPOSERS MAY NOT ADD CATEGORIES OF TRANSACTIONS OR ADDITIONAL OR REVISED FEE STRUCTURES.**

|  |  |
| --- | --- |
| **PROPOSER:** |  |
| **All-Inclusive Annual Fee, Year 1:** | **$** |
| **All-Inclusive Annual Fee, Year 2:** | **$** |
| **All-Inclusive Annual Fee, Year 3:** | **$** |
| **All-Inclusive Annual Fee, Year 4:** | **$** |
| **All-Inclusive Annual Fee, Year 5 (if extended):** | **$** |
| **All-Inclusive Annual Fee, Year 6 (if extended):** | **$** |
| **Total All-Inclusive Fee:** | **$** |
|  |

# **ATTACHMENT D1**

## TECHNICAL RESPONSE REQUIREMENTS – MODULE 1

**SECURITIES LITIGATION COUNSEL**

|  |  |
| --- | --- |
| **PROPOSER:** |  |
| ***Provide the information requested in this Attachment D1 in no more than 12 type-written pages***  |
| Demonstrate substantial experience in representing public or private pension plans/funds or other institutional investors in securities litigation, including class actions, direct actions and/or derivative actions in the federal court system and in states’ courts.**To demonstrate substantial experience the Proposer must:** |
| * 1. Identify when the securities litigation practice was established, how many partners are assigned to this practice, and how many attorneys, in total, are assigned to this practice.
 |
| * 1. In addition to the three partners identified in Attachment D1-A, Section 1.A, list up to five additional partners and/or other attorneys assigned to this practice who each have a high degree of relevant experience (at least 10 years) representing public or private pension plans/funds or other institutional investors in securities litigation. An attorney’s relevant experience may have been obtained either at the firm submitting a proposal or at a different firm or firms. Attach resumes or biographies of each partner and/or attorney identified and state how many years each has practiced in this area.
 |
| * 1. Describe the firm’s ability to fund both legal services and expenses during protracted securities litigation in light of a retainer agreement providing for compensation on a contingency fee basis.
 |
| * 1. Describe the firm’s back-up procedures in the event the attorneys assigned to Fund accounts should leave the firm or are otherwise unavailable to work on Fund matters.
 |
| * 1. Identify at least three public or private pension plans/funds or other institutional investor clients, other than the Fund, each of which preferably has assets under management of at least $2 billion as of December 31, 2023, and each of which has retained the Proposer to provide legal services regarding non-U.S. litigation since January 1, 2020.
 |
| * 1. Describe the firm’s experience incorporating corporate governance reforms into securities litigation lawsuit dispositions.
 |
| * 1. Briefly describe three complex cases that demonstrate the firm’s qualifications to provide services sought under Module 1 of this RFP.
 |
| * 1. Briefly describe the firm’s experience in mediation of complex securities litigation matters.
 |
| * 1. Describe up to three shareholder derivative cases commenced since January 1, 2014, and related books and records actions, in state or federal courts in which your firm represented the lead or co-lead shareholder plaintiff. For each case, provide the name of the case, the name of the client, type of action (derivative, books and records request, or both), venue, role of the firm (lead or co-lead counsel), current status of the case, and amount/type of recovery (money and/or corporate governance or other relief), if applicable.
 |
| * 1. Describe the firm’s approach to and experience fielding inquiries from the media and advising clients with respect to media inquiries in high-profile securities litigation matters.
 |
| * 1. Describe the firm’s experience working with institutional investor clients who take an active role in supervising prosecution of securities litigation.
 |
| * 1. Describe the firm’s process to identify and analyze events giving rise to new or potential securities litigation, and the means by which it would advise the Fund of the merits of and possible courses of action with respect to the events of litigation.
 |
| * 1. Describe the firm’s ability to analyze Fund trade data for the purpose of estimating investment losses and potential damages in public equities and fixed income securities acquired through public and/or private sales.
 |

**MODULE 1 – SECURITIES LITIGATION COUNSEL**

## ATTACHMENT D1-A MINIMUM QUALIFICATIONS

**(Fields will expand as you type.)**

|  |
| --- |
| 1. **Identify three partners whose aggregate experience in securities litigation matters totals at least 20 years.**
 |
| 1. Partner Name:

Number of years’ experience: |
| 1. Partner Name:

Number of years’ experience: |
| 1. Partner Name:

Number of years’ experience: |
| 1. **Identify three public or private pension plans/funds or other institutional investor clients, other than the Fund, each of which preferably has assets under management (“AUM”) of at least $2 billion as of December 31, 2023, and each of which has retained Proposer to provide legal services in at least one securities litigation matter since January 1, 2020.**
 |
| 1. Client:
 |
| Matter: |
| Date of Representation: |
| AUM: |
| 1. Client:
 |
| Matter: |
| Date of Representation: |
| AUM: |
| 1. Client:
 |
| Matter: |
| Date of Representation: |
| AUM: |
| 1. **List no more than 20 securities litigations that commenced since January 1, 2020 in which the firm, or a partner in the firm listed in response to Question B of Attachment D.1 and assigned to the securities litigation practice, represented public or private pension plans/funds or other institutional investors. [Provide a variety of case types if applicable to the firm, including high-value cases and/or cases that incorporated corporate governance reforms.]**
 |
| **Name of Case and Citation (with date)** | **Name of Client** | **Type of Action[[1]](#footnote-2)** | **Type of Claim[[2]](#footnote-3)** | **Role of Law Firm[[3]](#footnote-4)** | **Current Status of Case** | **Amount/type of Recovery[[4]](#footnote-5) (if applicable)** |
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| 1. **List all securities litigation cases that your firm, or a partner or partners in your firm assigned to the securities litigation practice, has taken to trial or provided meaningful legal services at a trial.**
 |
| **Name of Case and Citation (with date)** | **Name of Client** | **Type of Action[[5]](#footnote-6)** | **Type of Claim[[6]](#footnote-7)** | **Role of Law Firm[[7]](#footnote-8)** |
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# **MODULE 2 SEC AND CORPORATE LAW COUNSEL**

# **ATTACHMENT D2**

## TECHNICAL RESPONSE REQUIREMENTS

|  |  |
| --- | --- |
| **PROPOSER:** |  |
| ***Provide the information requested in this Attachment D2 in no more than 12 type-written pages***  |
| 1. **MINIMUM QUALIFICATIONS:**

**For Module 2, the Proposer must:**have expertise in SEC and corporate law matters, demonstrated by an existing corporate governance, corporate law, or SEC practice;identify two partners whose aggregate experience in corporate governance work on behalf of institutional investors totals at least 10 years; andhave at least two public or private pension plans/funds or other institutional investor clients, other than the Fund, to whom the Proposer has provided legal services in at least one corporate governance matter since January 1, 2020.**To demonstrate that the Minimum Qualifications for Module 2 have been met, the Proposer must include the following in its Technical Proposal:** |
| * 1. **On Attachment D2-A**, identify two partners whose aggregate experience in corporate governance work on behalf of institutional investors totals at least 10 years.
 |
| * 1. **On Attachment D2-A**, identify two public or private pension plans/funds or other institutional investor clients, other than the Fund, and identify for each at least one corporate governance matter in which Proposer provided legal services since January 1, 2020.
 |
| 1. **TECHNICAL SUBMISSIONS:**

Demonstrate substantial experience in providing legal services to public or private pension funds or other institutional investors with respect to corporate governance matters, including, for example, shareholder advocacy, shareholder resolutions, exempt solicitations, proxy voting or other proxy issues, general annual meeting issues, “no-action” practice before the U.S. Securities and Exchange Commission, drafting and/or proposing corporate governance reforms for specific companies, and other matters.**To demonstrate substantial experience, the Proposer must:** |
| * 1. Identify when the SEC or corporate law practice was established, how many partners are assigned to this practice, and, how many attorneys, in total, are assigned to this practice.
 |
| * 1. In addition to the two partners identified in Attachment D2-A, Section 2.A below, identify up to five attorneys who are assigned to its SEC or corporate law practice who each have a high degree of relevant experience (at least 10 years) representing public or private pension plans/funds or other institutional investors in securities litigation. An attorney’s relevant experience may have been obtained either at the firm submitting a proposal or at a different firm or firms. Attach resumes or biographies of each partner and/or attorney identified and state how many years each has practiced in this area.
 |
| * 1. Describe the firm’s back-up procedures in the event the key personnel assigned to Fund’s accounts should leave the firm or are otherwise unavailable to work on Fund matters.
 |
| * 1. Briefly describe the firm’s experience, including for the individuals listed in response to Question B, in SEC matters, including investor regulatory filings and matters under Securities Exchange Act of 1934 Regulation 14-A, including exempt solicitations, proxy matters, and/or no-action requests for shareholder resolutions.
 |
| * 1. Describe the firm’s expertise in SEC or corporate law, specifically related to annual meeting matters, proxy voting, and/or shareholder resolutions.
 |
| * 1. Briefly describe the firm’s experience filing letters with the SEC to defend against no-action requests to exclude shareholder proposals from company proxy materials.
 |
| 1. **REFERENCES:**
 |
| Submit a minimum of three references from public or private pension plans/funds or other institutional investor entities, other than the Fund, using Attachment E (References). Include the name, title, and contact information for each reference. References may be checked at any point during the process. |

## ATTACHMENT D2-A

**MODULE 2 – SEC AND CORPORATE LAW COUNSEL**

**(Fields will expand as you type.)**

|  |
| --- |
| 1. **MINIMUM QUALIFICATIONS:**
 |
| 1. **Identify two partners whose aggregate experience in corporate governance work on behalf of institutional investors totals at least 10 years.**
 |
| 1. Partner Name:

Number of years’ experience: |
| 1. Partner Name:

Number of years’ experience: |
| 1. **Identify two public or private pension plans/funds or other institutional investor clients, other than the Fund, and identify for each at least one corporate governance matter in which the Proposer served as legal counsel since January 1, 2020.**
 |
| * + - 1. Client:
 |
| Matter:  |
| Date of Representation: |
| * + - 1. Client
 |
| Matter:  |
| Date of Representation: |

# **ATTACHMENT D3**

## TECHNICAL RESPONSE REQUIREMENTS – MODULE 3

**DELAWARE COUNSEL**

|  |  |
| --- | --- |
| **PROPOSER:** |  |
| ***Provide the information requested in this Attachment D3 in no more than 12 type-written pages***  |
| 1. **MINIMUM QUALIFICATIONS:**

**For Module 3, the Proposer must:**have expertise in Delaware law relating to corporate matters, as demonstrated by an existing Delaware law practice with an office in Delaware.Identify three partners:admitted to practice in Delaware; and whose aggregate experience in Delaware law matters totals at least 20 years.have at least three public or private pension plans/funds or other institutional investor clients, other than the Fund, to whom the Proposer has provided legal services in at least one Delaware corporate law matter since January 1, 2020. **To demonstrate that the Minimum Qualifications for Module 3 have been met, the Proposer must include the following in its Technical Proposal:** |
| * 1. **On Attachment D3-A**, identify three partners admitted to practice in Delaware and whose aggregate experience in Delaware law matters totals at least 20 years.
 |
| * 1. **On Attachment D3-A**, identify at least three public or private pension plans/funds or other institutional investor clients, other than the Fund, and identify for each at least one Delaware Law matter in which Proposer provided legal services since January 1, 2020.
 |
| 1. **ADDITIONAL SUBMISSIONS:**

Demonstrate substantial experience in providing legal services to public or private pension plans/funds or other institutional investors with respect to Delaware law relating to corporate matters, in particular, Delaware’s General Corporation Law and court decisions interpreting the same, including with respect to Delaware-based derivative actions, books and records requests, appraisal actions, and mergers and acquisitions. **To demonstrate substantial experience, the Proposer must:** |
| * 1. Identify when the Delaware practice was established, how many partners are assigned to this practice, and how many attorneys, in total, are assigned to this practice.
 |
| * 1. Identify up to eight attorneys who are assigned to this practice who each have a high degree of relevant experience (at least 10 years) representing public or private pension plans/funds or other institutional investors in securities litigation. Attach resumes or biographies of each attorney identified and state how many years each has practiced in this area.
 |
| * 1. Describe the firm’s ability to fund both legal services and expenses during protracted Delaware litigation in light of a retainer agreement providing for compensation on a contingency fee basis.
 |
| * 1. Describe the firm’s back-up procedures in the event the key personnel assigned to Fund accounts should leave the firm or are otherwise unavailable to work on Fund matters.
 |
| * 1. **On Attachment D3-A**, list no more than 10 significant Delaware law matters demonstrating a breadth or depth of experience for which your firm, or a partner or partners in your firm assigned to the Delaware law practice, has been retained by public or private pension plans/funds or institutional investors to provide legal services since January 1, 2020.
 |
| * 1. Briefly describe the firm’s experience engaging in books and records requests, appraisal rights, mergers, and acquisitions, and/or related corporate governance matters.
 |
| * 1. Briefly describe the firm’s experience providing advice on Delaware General Corporation Law, Delaware Revised Uniform Limited Partnership Act, and Delaware Limited Liability Company Act, particularly in relation to fiduciary standards.
 |
| * 1. **On Attachment D3-A**, list up to three shareholder derivative cases in Delaware, and related books and records actions, in state or federal courts in which the firm represented the lead or co-lead shareholder plaintiff.
 |
| * 1. **On Attachment D3-A**, identify no more than 10 Delaware law matters that your firm, or a partner or partners in the firm assigned to the Delaware law practice, has taken to trial or provided meaningful legal services at a trial.
 |
| * 1. Describe the firm’s process to identify and analyze events giving rise to new or potential Delaware law issues, and the means by which it would advise the Fund of possible courses of action with respect to the issue.
 |
| 1. **REFERENCES:**
 |
| Submit a minimum of three references from public or private pension plans/funds or other institutional investor entities, other than the Fund, using Attachment E (References). Include the name, title, and contact information for each reference. References may be checked at any point during the process. |

## ATTACHMENT D3-A

**MODULE 3 – DELAWARE COUNSEL**

**(Fields will expand as you type.)**

|  |
| --- |
| 1. **MINIMUM QUALIFICATIONS:**
 |
| * 1. **Identify three partners admitted to practice in Delaware whose aggregate experience in Delaware law matters totals at least 20 years.**
 |
| 1. Partner Name:

Number of years’ experience: |
| 1. Partner Name:

Number of years’ experience: |
| 1. Partner Name:

Number of years’ experience: |
| * 1. **Identify three public or private pension plans/funds or other institutional investor clients, other than the Fund, and identify for each at least one Delaware Law matter in which Proposer has provided legal services since January 1, 2020.**
 |
| 1. Client:
 |
| Matter:  |
| Date of Representation: |
| 1. Client:
 |
| Matter:  |
| Date of Representation: |
| 1. Client:
 |
| Matter:  |
| Date of Representation: |
| 1. **TECHNICAL SUBMISSIONS**
 |
| **List no more than 10 significant Delaware Law matters demonstrating a breadth or depth of experience for which your firm, or a partner or partners in your firm assigned to the Delaware Law practice, has been retained by public or private pension plans/funds or institutional investors to provide legal services since January 1, 2020.** |
| **Name of Client** | **Nature of Action** | **Venue of Action** | **Scope of Services Provided** | **Outcome** |
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| **Identify no more than 10 Delaware law matters that your firm, or a partner or partners in your firm assigned to the Delaware law practice, has taken to trial or provided meaningful legal services at a trial.** |
| **Name of Client** | **Nature of Action** | **Venue of Action** | **Scope of Services Provided** | **Outcome** |
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| --- |
| **List up to three shareholder derivative cases in Delaware which your firm represented the Lead or Co-Lead shareholder plaintiff.**  |
| **Name of Case** | **Name of Client** | **Type of Action[[8]](#footnote-9)** | **Venue** | **Role of Law Firm[[9]](#footnote-10)** | **Current Status of Case** | **Amount/type of Recovery[[10]](#footnote-11) (if applicable)** |
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# **ATTACHMENT D4**

## TECHNICAL RESPONSE REQUIREMENTS – MODULE 4

**EVALUATION AND CLASS ACTION SERVICES COUNSEL**

|  |  |
| --- | --- |
| **PROPOSER:** |  |
| ***Provide the information requested in this Attachment D4 in no more than 12 type-written pages***  |
| 1. **MINIMUM QUALIFICATIONS:**

**For Module 4, the Proposer must:**have three key staff whose aggregate experience in securities litigation (which may include evaluation of securities litigation) totals at least 20 years; have the ability to analyze Fund trade data to calculate investment losses and potential damages in public equities and fixed income securities acquired through public and/or private sales; andhave at least three public or private pension plans/funds or institutional investor clients, other than the Fund, each of which has retained Proposer to provide services related to evaluation of securities litigation, class action claims resolution, or auditing of class action claims filings in at least one matter since January 1, 2020.**To demonstrate that the Minimum Qualifications for Module 4 have been met, the Proposer must include the following in its Technical Proposal:** |
| * 1. **On Attachment D4-A**, identify three key staff whose aggregate experience in securities litigation (which may include evaluation of securities litigation) totals at least 20 years.
 |
| * 1. **On Attachment D4-A**, confirm the ability to analyze Fund trade data to calculate investment losses and potential damages in public equities and fixed income securities acquired through public and/or private sales.
 |
| * 1. **On Attachment D4-A**, identify three public or private pension plans/funds or institutional investor clients, other than the Fund, each of which has retained Proposer to provide services related to evaluation of securities litigation, class action claims resolution, or auditing of class action claims filings in at least one matter since January 1, 2020.
 |
| 1. **TECHNICAL SUBMISSIONS:**

Demonstrate substantial experience in representing public or private pension plans/funds or other institutional investors in securities litigation, including class actions, direct actions and/or derivative actions in the federal court system and in states’ courts.**To demonstrate substantial experience the Proposer must:** |
| * 1. Identify when the securities litigation evaluation or class action services practice was established, how many partners are assigned to this practice, and how many attorneys, in total, are assigned to this practice.
 |
| * 1. Identify key staff who are assigned to this practice who each have a high degree of relevant experience (at least 10 years) providing securities litigation evaluation services or resolution of class action claims and identify how many years each has practiced in this area.
 |
| * 1. Attach the resumes of the three key staff assigned to this practice, including the partners listed in Section 1A below.
 |
| * 1. Identify up to three public or private pension plans/funds or other institutional investor clients, other than the Fund, each of which preferably has assets under management of at least $2 billion as of December 31, 2023, and each of which has retained the Proposer to provide legal services in at least one non-U.S. securities litigation matter since January 1, 2020.
 |
| * 1. Describe the firm’s ability to analyze Fund trade data for the purpose of estimating investment losses in public equities and fixed income securities acquired through public and/or private sales.
 |
| * 1. Briefly describe three matters that demonstrate the firm’s experience and qualifications to provide services sought under Module 4 of this RFP.
 |
| * 1. Describe the firm’s ability to assist the Fund with the filing and resolution of securities class action claims filing or other similar efforts to recover damages (i.e. bankruptcy, antitrust, etc.).
 |
| * 1. Describe the firm’s experience and ability to audit the Fund’s claims filing process.
 |
| * 1. Describe the firm’s back-up procedures in the event the key personnel assigned to Fund accounts should leave the firm or are otherwise unavailable to work on Fund matters.
 |
| 1. **REFERENCES:**
 |
| Submit a minimum of three references from public or private pension plans/funds or other institutional investor entities, other than the Fund, using Attachment E (References). Include the name, title, and contact information for each reference. References may be checked at any point during the process. |

## ATTACHMENT D4-A

**MODULE 4 – EVALUATION AND CLASS ACTION SERVICES COUNSEL**

**(Fields will expand as you type.)**

|  |
| --- |
| 1. **MINIMUM QUALIFICATIONS:**
 |
| * 1. **Identify three key staff whose aggregate experience in securities litigation (which may include evaluation of securities litigation) totals at least 20 years.**
 |
| 1. Key Staff Name:

Number of years’ experience: |
| 1. Key Staff Name:

Number of years’ experience: |
| 1. Key Staff Name:

Number of years’ experience: |
| * 1. **The Proposer will analyze Fund trade data to calculate investment losses and potential damages in public equities and fixed income securities acquired through public and/or private sales.**
 |
| **[ ]  Yes [ ]  No** |
| * 1. **Identify three public or private pension plans/funds or institutional investor clients, other than the Fund, each of which has retained Proposer to provide services related to evaluation of securities litigation in at least one matter since January 1, 2020**
 |
| 1. **Client:**
 |
| Matter:  |
| Date of Representation: |
| 1. **Client:**
 |
| Matter:  |
| Date of Representation: |
| 1. **Client:**
 |
| Matter:  |
| Date of Representation: |

# **ATTACHMENT D5**

## TECHNICAL RESPONSE REQUIREMENTS – MODULE 5

**FOREIGN LITIGATION COUNSEL**

|  |  |
| --- | --- |
| **PROPOSER:** |  |
| ***Provide the information requested in this Attachment D5 in no more than 12 type-written pages***  |
| 1. **MINIMUM QUALIFICATIONS:**

**For Module 5, the Proposer must:**have two partners whose aggregate experience in advising U.S. investors regarding non-U.S. litigation totals at least 15 years;have the ability to analyze trade data to calculate investment losses and potential damages in public equities and fixed income securities acquired outside the U.S.have three public or private pension plans/funds or other institutional investor clients, other than the Fund, each of which has retained the Proposer to provide legal services regarding non-U.S. litigation since January 1, 2020.certify that it does not take a financial interest in any of the cases about which it offers advice.**To demonstrate that the Minimum Qualifications for Module 5 have been met, the Proposer must include the following in its Technical Proposal:** |
| * 1. **On Attachment D5-A**, identify two partners whose aggregate experience in advising U.S. investors regarding non-U.S. litigation totals at least 15 years.
 |
| * 1. **On Attachment D5-A**, certify Proposer’s ability to analyze trade data to calculate investment losses and potential damages in public equities and fixed income securities outside the U.S.
 |
| * 1. **On Attachment D5-A**, identify three public or private pension plans/funds or institutional investor clients, other than the Fund, each of which preferably has assets under management of at least $2 billion as of December 31, 2023, and each of which has retained Proposer to provide legal services regarding non-U.S. litigation since January 1, 2020.
 |
| * 1. **On Attachment D5-A**, certify that Proposer does not take a financial interest in any of the cases about which it offers advice.
 |
| 1. **TECHNICAL SUBMISSIONS:**

Demonstrate substantial experience in representing public or private pension plans/funds or other institutional investors in securities litigation, including class actions, direct actions and/or derivative actions in the federal court system and in states’ courts.**To demonstrate substantial experience the Proposer must:** |
| * 1. Identify when the non-U.S. litigation practice was established.
 |
| * 1. Identify the firm’s partners or other attorneys assigned to its non-U.S. litigation counsel who each have a high degree of relevant experience (at least 10 years) providing securities litigation evaluation services or resolution of class action claims and identify how many years each has practiced in this area.
 |
| * 1. Attach the resumes of three partners or other attorneys assigned to the non-U.S. litigation practice, including the partners listed in Section 1A of Attachment D5-A.
 |
| * 1. Describe measures the firm takes to ensure the independence of its legal advice about non-U.S. cases.
 |
| * 1. Describe the firm’s process for identifying and analyzing non-U.S. litigation.
 |
| * 1. Describe the firm’s ability to analyze Fund trade data for the purpose of estimating investment losses and damages in non-U.S. litigation.
 |
| * 1. Describe the firm’s experience negotiating fees and contracts required for investors to join non-U.S. litigation
 |
| * 1. Describe the firm’s back-up procedures in the event the attorneys assigned to the Fund’s accounts should leave the firm or are otherwise unable to work on Fund matters.
 |
| 1. **REFERENCES:**
 |
| Submit a minimum of three references from public or private pension plans/funds or other institutional investor entities, other than the Fund, using Attachment E (References). Include the name, title, and contact information for each reference. References may be checked at any point during the process. |

## ATTACHMENT D5-A

**MODULE 5 — FOREIGN LITIGATION COUNSEL**

**(Fields will expand as you type.)**

|  |
| --- |
| 1. **MINIMUM QUALIFICATIONS:**
 |
| * 1. **Identify two partners whose aggregate experience in advising U.S. investors regarding non-U.S. litigation totals at least 15 years.**
 |
| 1. Partner Name:

Number of years’ experience: |
| 1. Partner Name:

Number of years’ experience: |
| * 1. **Certify Proposer’s ability to analyze trade data to calculate investment losses and potential damages in public equities and fixed income securities outside the U.S.**
 |
| **[ ]  Yes [ ]  No** |
| * 1. **Identify three public or private pension plans/funds or other institutional investor clients, other than the Fund, each of which has retained Proposer to provide legal services regarding non-U.S. litigation since January 1, 2020.**
 |
| 1. **Client:**
 |
| Matter:  |
| Date of Representation: |
| 1. **Client:**
 |
| Matter:  |
| Date of Representation: |
| 1. **Client:**
 |
| Matter:  |
| Date of Representation: |
| * 1. **Certify that Proposer does not take a financial interest in any of the cases about which it offers advice.**
 |
| **[ ]  Yes [ ]  No** |

# **ATTACHMENT** **E**

## REFERENCES

**Submit a minimum of three references for the Proposer from public or private pension plans/funds or other institutional investor entities, other than the Fund. If Proposer has performed services for at least one public pension entity, at least one reference must be from a public pension entity.**

|  |
| --- |
| **RFP0005 Legal Services Modules** |
| **PROPOSER:** |  |
| **References for (check only one):** **[ ]  Module 1** **[ ]  Module 2** **[ ]  Module 3 [ ]  Module 4 [ ]  Module 5** |
| **Provide the following information for each reference submitted.**Fields will expand as you type. Make additional copies of this form as needed for each Module. |
| **Reference #1 Name:** |  |
| **Address:** |  |
| **City, State, Zip:** |  |
| **Contact Person:** |  |
| **Telephone No.:** |  |
| **Email Address:** |  |
| **Has this reference terminated their relationship with your firm? If ‘Yes’, why?** |  |
| **Reference #2 Name:** |  |
| **Address:** |  |
| **City, State, Zip:** |  |
| **Contact Person:** |  |
| **Telephone No.:** |  |
| **Email Address:** |  |
| **Has this reference terminated their relationship with your firm? If ‘Yes’, why?** |  |
| **Reference #3 Name:** |  |
| **Address:** |  |
| **City, State, Zip:** |  |
| **Contact Person:** |  |
| **Telephone No.:** |  |
| **Email Address:** |  |
| **Has this reference terminated their relationship with your firm? If ‘Yes’, why?** |  |

1. Class action or direct action [↑](#footnote-ref-2)
2. Federal law claims, state law claims, or other common law claims [↑](#footnote-ref-3)
3. Counsel, lead or co-lead counsel, liaison counsel, or other (describe) [↑](#footnote-ref-4)
4. Money and/or corporate governance (describe) or other relief (describe) [↑](#footnote-ref-5)
5. Class action or direct action [↑](#footnote-ref-6)
6. Federal law claims, state law claims, or other common law claims [↑](#footnote-ref-7)
7. Counsel, lead or co-lead counsel, liaison counsel, or other (describe) [↑](#footnote-ref-8)
8. Derivative, books and records request, or both [↑](#footnote-ref-9)
9. Lead or co-lead counsel [↑](#footnote-ref-10)
10. Money and/or corporate governance or other relief [↑](#footnote-ref-11)