

Securities Litigation Monitoring Services

Request for Qualification

January 2025

Orange County Employees Retirement System (OCERS)

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<http://www.ocers.org>

Contents

- Section 1: Introduction..... 3
- Section 2: Background..... 3
- Section 3: Scope of Services and Requirements 3
- Section 4: General Conditions..... 4
- Section 5: Point of Contact..... 4
- Section 6: Response to Request for Qualification 5
- Section 7: Statement of Qualifications Requirements..... 6
- Section 8: Evaluation Criteria 7
- Section 9: Non-Discrimination Requirement 7
- Section 10: Notice Regarding the California Public Records Act 7
- Section 11: Contract Negotiations..... 8
- Section 12: Reservations by OCERS..... 9

Section 1: Introduction

The Orange County Employees Retirement System (“OCERS”) requests qualifications from qualified firms interested in providing securities litigation monitoring services. Interested firms are to submit their qualifications so that OCERS may determine whether to invite any responding firms to be added to its existing pool of monitoring firms.

Those who wish to be considered must submit their completed Statement of Qualifications (“SOQs”) by **5:00 p.m., PT, on February 10, 2025**. Specific requirements for SOQ submissions are contained in Sections 6 and 7 of this Request for Qualification (“RFQ”).

Section 2: Background

OCERS was established in 1945 under the County Employees Retirement Law of 1937, providing members with retirement, disability, death, and cost-of-living benefits. There are approximately 50,000 members served by OCERS, of which over 19,000 are retirees. OCERS is governed by a nine-member Board of Retirement (“Board”), which has plenary authority and fiduciary responsibility for the investment of moneys and administration of the retirement system. OCERS has over one hundred employees, and the Board appoints a Chief Executive Officer responsible for the agency’s management. For additional information about OCERS, please refer to the OCERS website at ocers.org.

The OCERS Securities Litigation Policy (attached as Exhibit “A”) sets forth the procedures and guidelines for monitoring and participating in securities class actions, domestic and foreign, in furtherance of the Board’s fiduciary duties under the California Constitution. The policy provides that the Legal Division will monitor securities class action filings to identify cases where OCERS is a potential class member. To assist OCERS in its efforts to identify, evaluate, and monitor securities actions in which the OCERS fund may have an interest, OCERS seeks to retain additional firms to provide securities litigation monitoring services to expand its existing pool.

Section 3: Scope of Services and Requirements

The detailed scope of services for this potential engagement is outlined in the attached Exhibit “B” (“Scope of Services”). The primary objective of this engagement is to provide OCERS with securities litigation monitoring services.

The firm(s) selected for this engagement will be expected to meet requirements that include, but are not limited to, the following:

1. The firm must have all necessary permits and licenses to perform the requested services and must be bonded where applicable.
2. Minimum insurance coverage must include the following items, and proof of such insurance must be provided to OCERS prior to the commencement of work, on an annual basis, and upon request:
 - Commercial General Liability: \$2M per occurrence, \$2M aggregate
 - Automobile Liability: \$1M per occurrence, \$2M aggregate
 - Workers Compensation: \$1M per occurrence, \$1M aggregate
 - Umbrella Liability: \$5M per occurrence, \$5M aggregate
 - Professional Liability: \$2M per occurrence, \$3M aggregate

OCERS must be listed as an additional insured on the Commercial General Liability and Automobile Liability policies.

3. The firm shall provide all personnel, equipment, tools, materials, vehicles, supervision, and other items and services necessary to perform all services, tasks, and functions as requested in this RFQ.
4. The term of the contract awarded pursuant to this RFQ will be for a three year period, with OCERS retaining the option to renew the contract, on an annual basis, for up to an additional three years. The total term of the contract will not exceed six years.
5. All work under the contract awarded shall be performed, and all equipment furnished or installed per applicable safety codes, ordinances, and other regulations, including the regulations of the State of California, Division of Industrial Safety, and the provisions of the California Labor Code.
6. Minimum Qualifications
All respondents must sign and return the "Minimum Qualifications Certification," attached as Exhibit "C."

Section 4: General Conditions

All terms, conditions, requirements, and procedures included in this RFQ must be met for a response to be qualified. An SOQ that fails to meet any material term, condition, requirement, or procedure of this RFQ may be disqualified. OCERS reserves the right to waive or permit the cure of non-material errors or omissions. OCERS reserves the right to modify, amend, or cancel the terms of this RFQ at any time.

OCERS may modify this RFQ before the date fixed for SOQ submission by posting, mailing, emailing, or faxing an addendum to the respondents known to be interested in submitting a response. However, failure of a respondent to receive or acknowledge receipt of any addendum shall not relieve the respondent of the responsibility for complying with the terms thereof.

A respondent's SOQ shall constitute an irrevocable offer for the 120 days following the submission deadline. Reference to a certain number of days in this RFQ shall mean calendar days unless otherwise specified.

All SOQs submitted in response to this RFQ will become the exclusive property of OCERS. Therefore, SOQs will not be returned to respondents.

By submitting an SOQ, the respondent acknowledges that it has read this RFQ, understands it, and agrees to be bound by its requirements unless clearly and specifically noted in the SOQ submitted.

Section 5: Point of Contact

A quiet period will be in effect from the date of issuance of this RFQ until the announcement of any candidate(s) selected. During the quiet period, respondents are prohibited from communicating with any OCERS staff member or Board Member regarding this RFQ except through the Point of Contact named herein. In addition, respondents violating this quiet period may be disqualified at OCERS' discretion. Respondents having current business with OCERS must limit their communications to the subject of such business.

OCERS' regular business hours are from 08:00 to 17:00 (PT), Monday through Friday, except for federal and state holidays observed by the County of Orange.

The Point of Contact for all matters relating to this RFQ is:

Name:	Jim Doezie
Title:	Contracts, Risk & Performance Administrator
Physical Address:	OCERS 2223 E Wellington Ave., Suite 100 Santa Ana, CA 92701
Mailing Address:	OCERS P.O. Box 1229 Santa Ana, CA 92702
Telephone:	(714) 569-4884
Email:	jdoezie@ocers.org
OCERS Website:	www.OCERS.org
Status:	See the OCERS website for status of the RFQ and announcements. These items can be found here: https://www.ocers.org/request-proposal

Section 6: Response to Request for Qualification

SOQs must be submitted to the Point of Contact identified in Section 5 and delivered by the due date and time stated below in the RFQ Schedule.

SOQs may be submitted electronically in Microsoft Word or Adobe Acrobat PDF format to the email address noted in Section 5, or via Planetbids at this link: <https://vendors.planetbids.com/portal/56826/bo/bo-detail/125238>

RFQ Schedule

The following timetable constitutes a tentative schedule for this RFQ process. OCERS reserves the right to modify this schedule at any time.

Deliverable	Date	Time
Release of RFQ	January 9, 2025	5:00 pm
RFQ Questions Deadline	January 24, 2025	5:00 pm
RFQ Answers Posted	January 31, 2025	5:00 pm
RFQ Submission Deadline	February 10, 2025	5:00 pm
OCERS Review of RFQ Submissions	February 10, 2025, through February 28, 2025	
Selection of Finalists	March 3, 2025	
Interviews of Finalists	To be determined	
Contract Award	To be determined	

Section 7: Statement of Qualifications Requirements

SOQs must include the following information:

1. The Minimum Qualifications Certification.
2. The "SOQ Cover Page and Check List," attached as Exhibit "D."
3. An executive summary that provides the respondent's background, experience, and other qualifications to provide the services included in the Scope of Services.
4. A description of the respondent including:
 - a. Brief history, including year the respondent firm was formed.
 - b. Ownership structure.
 - c. Office locations.
 - d. Organization chart.
 - e. Number of employees.
 - f. Annual revenues.
 - g. Areas of practice including firm specialties, strengths, and limitations.
5. The names and qualifications of the staff that would be assigned to OCERS work, including a detailed profile of each person's background and relevant individual experience.
6. At least three (3) references for which the respondent has provided securities litigation monitoring services similar to those included in the Scope of Services. Please include each reference's individual

point of contact, a summary of the work performed, and the length of time the respondent provided each service.

7. Copies of any pertinent licenses required to deliver respondent's product or service (e.g., business license).
8. An explanation of all actual or potential conflicts of interest that the respondent may have in contracting with OCERS.
9. A description of all past, pending, or threatened litigation, including malpractice claims, administrative, state ethics, disciplinary proceedings, and other claims against the respondent and/or any individuals proposed to provide services to OCERS.
10. Any other information that the respondent deems relevant to OCERS' evaluation process.

Section 8: Evaluation Criteria

Responses will be evaluated based on the following:

1. Experience and quality of work in providing securities litigation monitoring services for other public pension systems and institutional investors.
2. Experience, relationships, and affiliations with firms in foreign jurisdictions.
3. Quality of the team proposed to provide services to OCERS (including staffing depth, experience, turnover, and compensation) and value provided by diverse and up-and-coming firms.
4. Compliance with standards contained in this RFQ.
5. The organization, completeness, and quality of the SOQ.
6. Information provided by references.
7. Other factors OCERS determines to be relevant.

The factors will be considered as a whole, without a specific weighting.

OCERS may require one or more interviews with or personal presentations by respondents to be conducted with staff or members of the Investment Committee.

If the SOQ's information is deemed insufficient for evaluation, OCERS may request additional information or reject it outright at OCERS' sole discretion. In addition, false, incomplete, or unresponsive statements in connection with an SOQ may result in rejection.

Section 9: Non-Discrimination Requirement

By submitting an SOQ, the respondent represents that it and its subsidiaries do not and will not discriminate against any employee or applicant for employment based on race, religion, color, national origin, ethnic group identification, mental disability, physical disability, medical condition, genetic information, marital status, ancestry, sex, gender, sexual orientation, gender identity, gender expression, age, or military and veteran status.

Section 10: Notice Regarding the California Public Records Act

The information submitted in response to this RFQ will be subject to public disclosure pursuant to the California Public Records Act (California Government Code Section 7920.000, et. seq., the "Act"). The Act provides that all records relating to a public agency's business are open to public inspection and copying unless exempted explicitly under one of several exemptions set forth in the Act. If a respondent believes any portion of its SOQ is exempt from public disclosure under the Act, the respondent must provide a full explanation and mark such portion "TRADE SECRETS," "CONFIDENTIAL," or "PROPRIETARY," and make it

readily separable from the balance of the response. SOQs marked “TRADE SECRETS,” “CONFIDENTIAL,” or “PROPRIETARY” in their entirety will not be honored, and OCERS will not deny public disclosure of all or any portion of SOQs so marked.

By submitting an SOQ with material marked “TRADE SECRETS,” “CONFIDENTIAL,” or “PROPRIETARY,” the respondent represents it has a good faith belief that the material is exempt from disclosure under the Act; however, such designations will not necessarily be conclusive, and the respondent may be required to justify in writing why OCERS should not disclose such material under the Act. Fee and pricing proposals are not considered “TRADE SECRET,” “CONFIDENTIAL,” or “PROPRIETARY.”

If OCERS receives a request pursuant to the Act for materials that the respondent has marked “TRADE SECRET,” “CONFIDENTIAL,” or “PROPRIETARY,” and if OCERS agrees that the material requested is not subject to disclosure under the Act, OCERS will either notify the respondent so that it can seek a protective order at its own cost and expense, or OCERS will deny disclosure of those materials. OCERS will not be held liable for inadvertent disclosure of such materials, data, and information or for disclosure of such materials if deemed appropriate in OCERS’ sole discretion. OCERS retains the right to disclose all information provided by a respondent.

If OCERS denies public disclosure of any materials designated as “TRADE SECRETS,” “CONFIDENTIAL,” or “PROPRIETARY,” the respondent agrees to reimburse OCERS for, and to indemnify, defend, and hold harmless OCERS, its Board, Board members, officers, fiduciaries, employees, and agents from and against:

1. Any and all claims, damages, losses, liabilities, suits, judgments, fines, penalties, costs, and expenses, including, without limitation, attorneys’ fees, expenses, and court costs of any nature whatsoever (collectively, “Claims”) arising from or relating to OCERS’ non-disclosure of any such designated portions of an SOQ; and
2. Any and all Claims arising from or relating to OCERS’ public disclosure of any such designated portions of an SOQ if OCERS determines disclosure is required by law or if a court of competent jurisdiction orders disclosure.

Section 11: Contract Negotiations

In its sole discretion, OCERS may propose a contract to one or more respondents, which will contain such terms as OCERS may require. In addition, the selected firm will agree that this RFQ and the firm’s SOQ will be incorporated into any resulting contract.

This RFQ is not an offer to contract. Acceptance of an SOQ neither commits OCERS to award a contract to any respondent nor limits OCERS’ right to negotiate the terms of a contract in OCERS’ best interest, including the addition of terms not mentioned in this RFQ. The final contract must, among other terms and conditions required by OCERS, allow OCERS to terminate the contract a) for OCERS’ convenience, b) if funds are not appropriated for the services, or c) for default.

The general form of the contract OCERS intends to use for this engagement is included as Exhibit “E” (“Legal Services Agreement for Securities Litigation Monitoring Counsel” or “Legal Services Agreement”). OCERS reserves the right to change the contract before execution, including material changes. The final Scope of Services to be included in the agreement will be determined at the conclusion of the RFQ process.

By submitting a SOQ without comment on the Legal Services Agreement, the respondent will be deemed to have agreed to each term in the Legal Services Agreement and not to seek any modifications to it. If respondent objects to any term in the Legal Services Agreement or wishes to modify or add terms to the Legal Services Agreement, the SOQ must identify each objection and propose language for each modification and additional term sought. A rationale should be included for each objection, modification, or addition.

Section 12: Reservations by OCERS

In addition to the other provisions of this RFQ, OCERS reserves the right to:

1. Cancel or modify this RFQ, in whole or in part, at any time.
2. Make such investigation as it deems necessary to determine the respondent's ability to furnish the required services, and the respondent agrees to furnish all such information for this purpose as OCERS may request.
3. Reject the SOQ of any respondent who is not currently in a position to perform the services or who has previously failed to perform similar services properly, in a timely manner, or for any other reason in OCERS' sole discretion.
4. Waive irregularities, to negotiate in any manner necessary to best serve the public interest, and to make a whole award, multiple awards, a partial award, or no award.
5. Award a contract, if at all, to the firm that will provide the best match to the requirements of the RFQ and the service needs of OCERS in OCERS' sole discretion.
6. Request additional documentation or information from respondents, which may vary by respondent. OCERS may ask questions of any respondent to seek clarification of an SOQ or to ensure the respondent understands the scope of the work or other terms of the RFQ.
7. Reject any or all SOQs submitted in response to this RFQ.
8. Choose to not enter into an agreement with any of the respondents to this RFQ or negotiate for the services described in this RFQ with a party that did not submit a SOQ.
9. Determine the extent, without limitation, to which the services of a successful respondent are or are not utilized.
10. Defer selection of a respondent to a time of OCERS' choosing.
11. Consider information about a respondent other than, and in addition to, that submitted by the respondent.

Exhibit A
OCERS Securities Litigation Policy

See Attachment Document

Exhibit B
Scope of Services

The firm(s) selected to provide securities litigation monitoring services will be expected to:

1. Obtain OCERS' securities trading and holdings information directly from OCERS' custodial bank.
2. Identify and monitor domestic securities class actions and analyze OCERS' estimated losses.
3. Provide timely notice and analysis of securities class actions filed in the U.S. where OCERS has suffered losses that meet its Loss Threshold (as defined in the OCERS Securities Litigation Policy) and active participation may be warranted; or where other factors exist that justify OCERS' consideration of the case; Identify, monitor, and provide timely notice to OCERS of securities actions that are filed or may be filed outside the United States, and provide an analysis of OCERS' estimated loss, if any, in the affected security or securities in each action.
4. Provide reports of newly-filed domestic securities class actions and OCERS' estimated losses on at least a quarterly basis.
5. Identify and monitor securities actions in foreign jurisdictions, and provide an analysis of OCERS' estimated losses in the affected securities.
6. Provide timely notice and analysis of those foreign securities actions where OCERS has suffered losses that meet its Foreign Loss Threshold or where other factors exist that justify OCERS' consideration of the case.
7. Assist OCERS in joining and filing claims in foreign securities actions in which OCERS Investment Committee approves active participation.
8. Assist OCERS in identifying meritorious U.S. securities class actions in which OCERS has substantial losses or significant holdings, determining the relevant statutes of repose, monitoring the progress of the litigation, and evaluating whether to file a protective claim, or motion before a significant repose period expires.

The Scope of Services does not include representation of OCERS as attorney of record in connection with any securities action or any other type of legal action. OCERS will solicit and obtain such representation as necessary on a case-by-case basis. OCERS will not exclude a law firm selected to provide securities litigation monitoring services from consideration to serve as litigation counsel.

Exhibit C

MINIMUM QUALIFICATIONS CERTIFICATION

All firms submitting an SOQ in response to this RFQ are required to sign and return this attachment, along with written evidence of how the respondent meets each qualification.

The undersigned hereby certifies that it fulfills the minimum qualifications outlined below, as well as the requirements contained in the RFQ.

Minimum Qualifications include:

1. At a minimum, the firm should have at least five (5) years prior experience in providing securities litigation monitoring services to public pension funds and institutional investors with assets in excess of \$1 billion.

The undersigned hereby certifies that they are an individual authorized to bind the Firm contractually, and said signature authorizes verification of this information.

Authorized Signature

Date

Name and Title (please print)

Name of Firm

Exhibit D

STATEMENT OF QUALIFICATIONS COVER PAGE AND CHECK LIST (TO BE SUBMITTED IN FIRM'S LETTERHEAD)

Respondent Name:

Respondent Address:

By submitting this response, the undersigned hereby affirms and represents that they have reviewed the SOQ requirements and have submitted a complete and accurate response to the best of their knowledge. By signing below, I hereby affirm that the respondent has reviewed the entire RFQ and intends to comply with all requirements.

Respondent specifically acknowledges the following:

1. Respondent possesses the required technical expertise and has sufficient capacity to provide the services outlined in the RFQ.
2. Respondent has no unresolved questions regarding the RFQ and believes that there are no ambiguities in the scope of services.
4. Respondent has completely disclosed to OCERS all facts bearing upon any possible interests, direct or indirect, that Respondent believes any member of OCERS, or other officer, agent, or employee of OCERS presently has, or will have, in this contract, or in the performance thereof, or in any portion of the profits thereunder.
5. Materials contained in the SOQ and all correspondence and written questions submitted during the RFQ process are subject to disclosure pursuant to the California Public Records Act.
6. Respondent is not currently under investigation by any state or federal regulatory agency for any reason.
7. Except as specifically noted in the SOQ, respondent agrees to all of the terms and conditions included in the Legal Services Agreement.
8. The signatory below is authorized to bind the respondent contractually.

Exhibit E
LEGAL SERVICES AGREEMENT FOR
SECURITIES LITIGATION MONITORING COUNSEL

See Attachment Document