



PUBLIC SCHOOL & EDUCATION EMPLOYEE
RETIREMENT SYSTEMS OF MISSOURI

REQUEST FOR PROPOSAL SECURITIES LITIGATION SERVICES

Prepared: April 15, 2024

**The Public School and Education Employee
Retirement Systems of Missouri (PSRS/PEERS)**

3210 W. Truman Blvd. ■ Jefferson City, MO ■ 65109

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1. Introduction and Background

The Public School Retirement System of Missouri (“PSRS”) and the Public Education Employee Retirement System of Missouri (“PEERS”), collectively referred to as the Systems (“Systems”), are defined benefit plans established to provide retirement security to Missouri’s educators after a full career of service.

The total invested assets of both PSRS and PEERS were approximately \$55 billion as of June 30, 2023, making the combined entity larger than all other public retirement plans in the state combined, and the 44th largest defined benefit plan in the United States. The combined Systems serve over 307,000 total members in 535 districts and other employers. As of June 30, 2023, over 107,000 individuals received retirement benefits from the Systems. Total annual benefits paid were over \$3.6 billion for the year ended June 30, 2023.

PSRS and PEERS are governed jointly by a seven-member Board of Trustees (“Trustees”). Four of the Trustees are active members of PSRS or PEERS and are elected by the membership of the systems. The remaining three Trustees are appointed by the Missouri Governor. No elected officials or state employees may sit on the Board of Trustees. Trustees serve terms of four years; however, appointed Trustees may continue to serve on an expired term until their replacement is named. The Board hires the systems’ Executive Director, who reports to the Board. All other employees are hired by and report to the Executive Director.

The Board of Trustees of PSRS and PEERS approved the commingling of assets for the purposes of investment as allowed by state statute. In order to implement this change, PSRS and PEERS adopted the Missouri Education Pension Trust Agreement (“MEPT”). The MEPT is managed by the PSRS and PEERS Board of Trustees and Investment Staff, and is an 81-100 Group Trust. Effective July 1, 2013, the invested assets of the Systems were pooled and invested in the MEPT. Prior to July 1, 2013, all investments were held individually by PSRS or PEERS.

Additional information about PSRS and PEERS, including additional information on the Board of Trustees, can be found at www.psr-peers.org.

2. Scope of Services

2.1 Required Services

The services the Systems are seeking from Respondent Firms (“Respondent”) are set forth below:

- Monitor and evaluate the Systems’ portfolio for potential non-U.S. litigation opportunities, including analyzing and calculating potential losses to the Systems’ portfolio;

- Serve as counsel for the Systems in the event litigation is initiated;
- Identify non-U.S. litigation opportunities where the Systems may serve as lead plaintiff, and provide analysis of said lead plaintiff status in accordance with the Systems' Securities Class Action Litigation Policy (attached);
- Where applicable in a non-U.S. jurisdiction, file registration forms and claim filing on behalf of the Systems; and
- Services should be provided in compliance with the Systems' Securities Class Action Litigation Policy.

2.2 Potential Services

At this time, the Systems does not have an intent to utilize the successful Respondent for U.S. securities litigation actions, as the Systems has entered into a contract with Institutional Shareholder Services to provide securities class action claims management. However, the Systems reserves the right to engage Respondent on said services, if necessary, via a separate agreement. Therefore, please provide information for U.S. securities litigation as provided for non-U.S. litigation in 2.1 Required Services.

2.3 Conflicts

If current representation of a client of the Respondent may create a conflict with representation of the Systems, please provide a description of Respondent's course of action to remedy the conflict if Respondent is awarded the contract resulting from this RFP. Additionally, please identify whether Respondent or an entity or individual affiliated with Respondent may have a financial interest in an entity that acts as a litigation funder, or similarly situated arrangement, in securities litigation action outside of the United States. Disclose whether Respondent accepts referral fees from, or pays referral fees to, such entities described in 2.3 Conflicts.

3. Proposal Specifications

Award of the contract resulting from this RFP will be based upon the most responsive Firm whose offer will be the most advantageous to the Systems in terms of cost, functionality, and other factors as specified elsewhere in this RFP.

The Systems reserves the right to:

- Reject any or all offers and discontinue this RFP process without obligation or liability to any Respondent
- Accept a bid other than the lowest price offered
- Award a contract on the basis of initial offers received, without discussions or requests for best and final offers.

3.1 Intent to Respond

If a firm intends to respond to this RFP, a Notice of Intent to do so should be sent to the Systems by May 8, 2024. The Notice should be sent by email to the contact listed in Paragraph 3.2 below, and contain the firm's name, its intent to respond, the name of a contact person and the contact person's telephone number and email. Submitting this Notice will not obligate the firm to submit a response but will allow PSRS/PEERS to send out any necessary information to interested firms.

3.2 Contact

The following contact must be utilized for all responses and communications:

Monica Cain
Lead Senior Accountant
PSRS/PEERS
P.O. Box 268
Jefferson City, MO 65102
573-638-1041
Email: MCain@psrsmo.org

3.3 RFP Questions

Questions concerning the RFP, selection process, and contract terms must be received via email to Ms. Cain by 5:00 p.m. (CST) on May 17, 2024 in order for PSRS/PEERS to provide information before any potential finalist interviews. All questions must be submitted to Ms. Cain. PSRS/PEERS will respond to all questions submitted no later than 5:00 p.m. CST May 22, 2024 and all firms who submitted an intent to respond will receive the question-and-answer document.

3.4 Response Deadline and Delivery

Full and complete responses to this RFP must be received via email to Ms. Cain by 5:00 p.m. (CST) on May 31, 2024. Responses received after this deadline may not be considered.

3.5 Minimum Qualifications for this RFP

Minimum qualifications for a law firm to be considered for this RFP are as follows:

- At least five years of monitoring, evaluating, and reporting experience on domestic and international securities litigation for public pension funds.
- Extensive experience in serving as a court-appointed lead counsel, defined as at least five to ten securities class action litigation matters.
- Extensive experience in successful settlement of a class action settlement, with particular attention paid to settlements over \$200 million.
- A minimum of \$10 million in malpractice insurance coverage.

4. Selection Process

Systems’ staff will evaluate all timely and complete responses. The Systems reserve the right to request that any response be clarified or supplemented.

Any award to be made pursuant to this RFP will be based upon the proposal with appropriate consideration given to operational, technical, cost, and management requirements. Evaluation of offers will be based upon the firm’s responsiveness to the RFP and the total price quoted for all items covered by the RFP.

The following elements will be the primary considerations in evaluating all submitted proposals and in the selection of a firm:

1. Completion of all required responses in the correct format.
2. The extent to which the proposed solution fulfills the Systems’ stated requirements as set out in this RFP.
3. An assessment of the respondent’s ability to deliver the indicated service in accordance with the specifications set out in this RFP.
4. The respondent’s experience, and record of past performance in delivering such services.
5. Availability of sufficient high-quality personnel with the required skills and experience for the specific approach proposed.
6. Overall cost of the firm’s proposal. While cost is relevant to the selection process, the Systems is not required to select the lowest cost proposal.

The Systems may, at their discretion and without explanation to the respondents, at any time choose to discontinue this RFP without obligation to any respondent.

5. Tentative Timetable

The following is the tentative time schedule for this RFP process. All dates are subject to modification by PSRS/PEERS.

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| • Issuance of RFP | May 1, 2024 |
| • Intent to Respond | May 8, 2024 |
| • RFP Question deadline | May 17, 2024 |
| • RFP Question and Answer Document Issued | May 22, 2024 |
| • RFP response deadline | May 31, 2024 |
| • Finalist interviews with staff | June 3 – June 14, 2024 |
| • Contract Award Announcement | June 24, 2024 or sooner |

6. Proposal Content

At a minimum, the proposal should include the following information:

6.1 Company Data

- Include contact data for the primary contact on this RFP. Include name, title, and contact information.
- Provide a brief description of the Firm, including its history and office locations. Provide the number of attorneys and indicate how many specialize in securities monitoring and litigation.
- List the name, address, telephone number, and email address of the partner(s) who will serve as the contact person(s) in reference to the proposal.
- Please identify any other staff who will be assigned to this project/engagement, along with bios for the staff including experience, education and work history.
- Include a summary of your entity including the length of time in business and a narrative of your entity's qualifications to perform the work identified in this proposal.

6.2 Work Plan

- For each of the services identified in Section 2.1 ("Required Services"), provide a detailed narrative of your Firm's experience and ability to perform the services. MEPT, PSRS, and PEERS all have separate tax identification numbers. As previously noted, securities were held individually by PSRS and PEERS prior to July 1, 2013. The Required Services applies to all three entities. Additionally, please provide information on the following:
 - Describe the resources and capabilities the Respondent would use to identify, monitor, and analyze proposed non-U.S. litigation.
 - Describe the liaison counsel services that Respondent can offer if PSRS/PEERS wishes to participate in an opt-in action. Describe the qualifications and experience of the Respondent's attorneys in providing such services, as well as how long the Firm has been providing non-U.S. litigation services.
 - Describe the primary challenges for institutional investors attempting to recover losses in international markets, and the Respondent's approach to addressing those challenges.
 - Provide a representative list of non-U.S. securities litigation cases that Respondent has been involved in during the past five years. Explain the Respondent's role in such actions. Describe generally the issues/claims raised in those cases, their procedural posture, the relevant jurisdiction(s), the results achieved, and – if allowable – whether the Respondent's client was a public pension fund.
- Please identify any requirements Respondent may need to access platforms, programs, or databases to monitor the PSRS/PEERS securities portfolio for potential litigation opportunities. Please identify the expectations Respondent has of PSRS/PEERS in order to maintain said platforms, programs, or databases.
- Please describe the requirements for historical data, both content and years of data required.
- Please identify Respondent's data security practice, as it relates to PSRS/PEERS portfolio composition and transmittal of confidential information to Respondent.
- Please also identify any additional services or offerings that your Firm provides that you believe may be of interest or use to PSRS/PEERS based on your knowledge of the systems and your experience in government relations.

6.3 Client List

- Please provide a list of all current clients in which you serve as securities litigation counsel, if able to disclose.
- Please provide a list of a current public pension clients in which you serve as securities litigation counsel, specifically those clients in which you manage non-U.S. actions, and which have assets under management of at least \$50 billion.
- If you have identified conflicts as outlined in 2.3 above, please provide a description of the firm's course of action to remedy the conflict if the firm is awarded the contract resulting from this RFP.

6.4 References

- Provide three (3) clients that we may use as references. Each reference shall include:
 - Contact data
 - Description of services provided
 - Time period of representation
- No references will be contacted without first informing the firm.

6.5 Cost and Fees

- Please provide a cost proposal for the services outlined in this RFP, specifically:
 - Fees charged and methodology for securities monitoring services;
 - Fee structure for non-U.S. services and potential legal actions; and
 - Fee structure for non-U.S. claim filing services.

6.6 Self-Disclosure of Threatened Litigation, Criminal Prosecution, Disciplinary Action, or Court Sanctions

- Please provide information the following:
 - Whether there has been any past, pending, or threatened litigation or criminal prosecution involving the Firm, its partners or employees, by any governmental or regulatory agency or any other entity or person; and
 - whether the Firm or any member of the Firm has any record of or pending disciplinary action or court sanctions issued against it or them. Please set forth the details of any such disciplinary action or court sanctions.

6.7 Additional Information

- Provide any additional information you believe is relevant for PSRS/PEERS to consider when reviewing your proposal.

7. Terms and Conditions

PSRS/PEERS makes no representations or warranties, expressed or implied, as to the accuracy or completeness of the information in the RFP and nothing contained herein is or shall be relied upon as a promise or representation, whether as to the past or the future. The RFP does not purport to contain all of the information that may be required to evaluate the RFP and any recipient hereof should conduct its own independent analysis of PSRS/PEERS and the data contained or referenced herein. PSRS/PEERS does not anticipate updating or otherwise revising the RFP. However, this RFP may be withdrawn, modified, or re-circulated at any time at the sole discretion of PSRS/PEERS.

PSRS/PEERS reserves the right, at its sole discretion and without giving reasons or notice, at any time and in any respect, to alter these procedures, to change and alter any and all criteria, to terminate discussions, to accept or reject any response, in whole or in part, to negotiate modifications or revisions to a response and to negotiate with any one or more respondents to the RFP.

PSRS/PEERS is not and will not be under any obligation to accept, review or consider any response to the RFP, and is not and will not be under any obligation to accept the lowest offer submitted or any offer at all. PSRS/PEERS is not and will not be under any obligation to any recipient of, or any respondent to, the RFP except as expressly stated in any binding agreement ultimately entered into with one or more parties, either as part of this RFP process, or otherwise.

This RFP is not an offer but a request to receive a response. PSRS/PEERS will consider a response as an offer to develop an agreement based upon the contents of the response. Respondents agree that the contents of their responses are valid for one year from the date of submission. PSRS/PEERS will not be liable for any cost incurred in the preparation of a response and will not reimburse any respondents for their submission. Expenses related to the production of a response, including any potential interviews or presentations, are the sole responsibility of the respondent.

Respondent acknowledges that, pursuant to the Missouri Open Records Act, section 610.010, et seq., PSRS/PEERS may be required to release to third parties all information provided by Respondent in response to this RFP, regardless if such information is labeled “confidential,” “proprietary” or is otherwise intended by the Respondent not to be released to third parties, without providing advance notice to Respondent of a request for such information or the release of such information. By submitting a response, Respondents acknowledge and agree that PSRS/PEERS shall have no liability to them or to any other person or entity for disclosing information in accordance with the Missouri Open Records Act, as interpreted by PSRS/PEERS.

If any agreement resulting from this RFP has a value of \$100,000 or more and the Respondent has ten or more employees, the Respondent will be required to certify in the agreement, pursuant to Section 34.600 RSMo., that it is not currently engaged in, and shall not for the duration of this Contract engage in a boycott of (1) goods or services from the State of Israel, (2) companies doing business in or with Israel or authorized by, licensed by, or organized under the laws of the State of Israel, or (3) persons or entities doing business in the State of Israel. For purposes of the certification, “boycott Israel” and “boycott of the State of Israel” means “engaging in refusals to deal, terminating business activities, or other actions to discriminate against, inflict economic harm, or otherwise limit commercial relations specifically with the State of Israel, companies doing business in or with Israel or authorized by, licensed by, or organized under the laws of the State of Israel, or persons or entities doing business in the State of Israel, that are

all intended to support a boycott of the State of Israel.” Respondent hereby acknowledges and agrees that, notwithstanding any provision to the contrary in the resulting agreement, the resulting agreement will be void in the event the certification is breached.

Respondent acknowledges that all lawsuits involving PSRS/PEERS must be brought in Cole County Circuit Court, Cole County, Missouri, and be subject to Missouri Law, whether or not related to this RFP or any contract or agreement entered into pursuant to this RFP.