

MWRA EMPLOYEES' RETIREMENT SYSTEM

Scope of Legal Services Portfolio Monitoring and Securities Litigation

The Board of the Massachusetts Water Resources Authority Employees' Retirement System ("MWRAERS") is seeking proposals from qualified law firms to provide portfolio monitoring and related legal services. In carrying out its fiduciary duties to invest prudently and manage the assets of the MWRAERS, the Board invests in the securities of various public companies. From time to time, class action lawsuits are brought against the issuers of securities, their directors, and/or their corporate officers for alleged violations of federal and state securities laws relating to breach of fiduciary duties, disclosure obligations, or other violations. As an Investor, the MWRAERS is a putative member of the alleged classes.

MWRAERS is seeking service providers to:

1. Identify those situations in which the MWRAERS has an investment in securities of an issuer that may be the subject of alleged violations of federal or state securities laws, breaches of fiduciary duty, and/or other violations.
2. Assist in identifying possible litigation opportunities and to assist in pursuing recovery of losses, which shall include advice as to the potential risks and rewards in serving as a lead plaintiff in securities class action litigation.
3. Perform a cost-benefit analysis that includes a) whether the MWRAERS' potential damages are such so as to warrant the expenditure of staff/counsel time required for active involvement in the case; b) whether the MWRAERS' active involvement in the case add value to the potential recovery or settlement; c) whether the MWRAERS' active involvement is likely to result in a reduced fee agreement; d) whether other responsible institutional investors are likely to seek lead plaintiff status; e) the number of cases the MWRAERS is actively involved in at the time.

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Minimum Eligibility Requirements and the RFP Process

Minimum eligibility requirements:

The law firm must have been in business for a minimum of five years.

The individual(s) assigned to MWRAERS as lead attorney(s) must have a minimum of five years of qualified legal experience to help advise pension plan trustees in the following areas: portfolio monitoring, federal and state litigation, including securities litigation, employees benefits, complicated tax matters, federal, state and local legislative and regulatory issues, ERISA, investment transactions, fiduciary responsibility, corporate governance and conflicts of law affecting pension plan systems.

The firm must have provided legal services to other public retirement systems or corporate pension plans which are approximately the size of MWRAERS representing them in the wide range of legal areas stated above.

Schedule:

The following schedule has been set by the Board of MWRAERS and may be changed by them if necessary. If the schedule changes, firms receiving the RFP will be notified by mail. In no event will the dates listed below be changed to earlier dates.

RFP issuance	January 29, 2018
Written questions from respondents must be received by	February 12, 2018
Answers to written questions will be disseminated by	February 28, 2018
Proposals due	March 16, 2018 by 4:00 PM EST
Evaluation of proposals by Board	March 19-23, 2018
Finalists presentations	April 26, 2018
Expected Law firm(s) selection	April 26, 2018
Contract negotiation	April 26 – May 25, 2018
Contract award	May 31, 2018

Contact person:

Ms. Carolyn Russo
Executive Director
MWRA Employees' Retirement System
2 Griffin Way
Chelsea, MA 02150

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Fax (617) 371-1616
Email Carolyn.Russo@mwra.com

Written questions and answers:

In an effort to clarify any issues in this RFP, the MWRAERS will respond only to questions that are presented in writing and received through the mail, via facsimile, or e-mail transmission. Questions should be addressed to the contact person. All questions will be consolidated into a single Q&A document. The source of the questions will not be disclosed in the document. The Q&A document will be distributed to all firms who received the RFP.

Proposals:

All interested firms should submit six (6) bound copies of their responses to the contact person. Proposals received after the due date and time will not be considered.

Proposals may either be mailed or hand-delivered. If the proposal is sent by mail or commercial express delivery service, the respondents shall be responsible for actual delivery of the proposal to the proper address before the deadline. Faxed or emailed proposals will not be accepted. All timely proposals become the property of MWRAERS. All proposals are considered to be public record and shall be available for viewing and reproduction as the law provides.

The cost of preparing proposals will be borne by the respondents.

Proposals are to address all the questions posed by MWRAERS in the order in which they appear in this RFP. Answers are to be succinct and page limit maximums complied with.

Rules regarding contact:

The proposal period begins on January 2, 2018 and ends on March 29, 2018.

The MWRAERS reserves the right to request additional information from any or all respondents to assist them in their evaluation process. However, no respondent may contact any Board member or staff, other than the contact person, during the proposal period.

Current service providers who are responding to this RFP are expected to limit their contact for business transactions to MWRAERS employees with whom they ordinarily interact and to avoid direct contact with Board Members or other staff during this proposal period, other than that which might occur at regularly scheduled meetings.

Evaluation of proposals:

Proposals will be evaluated by the Board with the assistance of Board Counsel and Executive Director. During the evaluation process, the Board may, at its discretion, request any or all firms to make oral presentations. Such presentations will provide firms with an opportunity to answer questions the Board may have on a firm's proposal. Not all firms may be asked to make such oral presentations.

Finalists' presentations:

If the Board requests presentations by finalists, each finalist will have thirty (20) minutes to meet with the Board. At that time the respondents may present additional written information. It is highly recommended that the lead attorney be present at the finalist's presentation.

Selection criteria:

The Board will rate each proposal as highly advantageous, advantageous, not advantageous, or unacceptable and will provide reasons for the rating. The selection of the firm to provide legal services will be based upon the following weighted criteria.

Relevant experience of the firm and the individual attorneys proposed for MWRAERS	25%
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Proposed work plan, soundness of approach and understanding of the needs of MWRAERS	25%
Demonstrated ability to perform the services referred to in the RFP	25%
References and recommendations of other clients	25%

Contract negotiation:

A written contract with the law firm selected will be required. The terms of the contract are expected to be similar to the sample contract which has been provided, however, MWRAERS reserves the right to further negotiate the terms and conditions of the contract with the selected consultant.

Contract award:

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

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RFP Questions

A. Background:

1. Briefly describe your firm's background, size, and history pertinent to the requested services in this RFP. Indicate which office will service MWRAERS.
2. Describe the relevant special services your firm provides, particularly those that may not be offered by other law firms.
3. Within the past three years, have there been any significant developments in your firm such as changes in ownership or restructuring? Do you anticipate any significant changes in the future? Please describe.
4. What is your firm's policy as to continuing legal education for its attorneys?
5. Describe the on-line services, publications and other resources maintained by your firm dealing with public pension plans, including subscription services and periodicals. Will any of these resources be available to MWRAERS's staff?
6. Has your firm or an attorney in your firm's employ ever been disciplined or censured by any regulatory body? If so, describe the principal facts.
7. How does your firm identify and manage conflicts of interest?
8. Are there any potential conflict of interest issues for your firm in servicing MWRAERS? If so, describe them.
9. Within the last five years, has your firm, or a partner or attorney in your firm, been involved in litigation or other legal proceedings relating to

provision of legal services? If so, provide an explanation and indicate the current status or disposition.

10. Does your firm represent the board of trustees of any other pension plan? If so, list the full name, address and telephone number of each of the pension plan and telephone number of the Executive Director and General Counsel.
11. List and describe any professional or personal relationship your firm has with the MWRAERS' plan sponsor or legislative oversight bodies during the past three years. Also list any professional or personal relationships your firm's attorneys may have with the Board and/or staff members of MWRAERS.
12. List all attorneys you would expect to render legal services to MWRAERS if your firm is engaged to serve as fund counsel and the area of specialization of each. Describe the role of each attorney who would be assigned to MWRAERS. Are any of the attorneys listed pursuant to the prior question rated by Martindale Hubbell? If so provide the Martindale Hubbell rating for each.
13. Describe your legal team's experience with similar work performed for other pension clients. State whether or not the attorneys assigned to this team have any responsibilities other than providing legal services, and if so, specify such responsibilities.
14. Please describe your firm's backup procedures in the event one or more attorneys assigned to MWRAERS leave the firm. Identify the key attorney who will be the primary contact and lead counsel in providing services to MWRAERS, whose continuing status as such is an essential element of this contract.
15. Has any pension plan represented by your firm been engaged in litigation during the past three years, other than collection proceedings brought on behalf of the plan? If so, without disclosing any information that is not a matter of public record, describe the nature and cause of the proceedings, the course of the litigation and the outcome if completed.
16. Has your firm been asked to commence legal proceedings against a fund-client's sponsoring local or state governmental entity for which

your firm was also rendering legal services? If so, what steps and procedures did your firm employ?

B. References:

Provide three client references for whom your firm has performed work similar to that requested in this RFP. Provide each client's in-house counsel's (or, if none, CEO's) name, address and telephone number.

C. Previous clients:

Identify all public sector clients who have terminated their working relationship with you in the past three years and a brief statement of your understanding of their reasons for doing so. Provide each such client's in-house counsel's (or, if none, CEO's) name, address and telephone number.

D. Insurance and liability:

1. What limitation on liability, if any, do you impose through your contract?
2. Describe the levels of coverage for legal malpractice insurance and any professional liability insurance your firm carries. List the insurance carrier(s) and each carrier's rating by a nationally recognized service.
3. Describe your disaster recovery plan and facilities.

E. Fees:

Describe in detail the billing rates, practices and policies of your firm that would apply if your firm were engaged to serve as MWRAERS counsel.

F. Appendices:

Appendix A – Biographies

Include biographies for all attorneys listed in your proposal. Indicate what year each attorney joined your firm and describe his or her position, current responsibilities, areas of expertise, experience, education, professional designations and memberships, and relevant publications and presentations dealing with the representation of pension clients.

Appendix B – Sample Contract or Agreement

Attach a sample contract or agreement your firm uses for governmental pension fund legal services.

F. Other Information:

1. Describe any other processes and provide any additional information that you believe to be relevant to the RFP and your capability to provide the services requested.