

REQUEST FOR PROPOSALS FOR VARIOUS LEGAL SERVICES

Questions Concerning the RFP

Below are all questions received concerning the Request For Proposals and the answers to such questions. Based upon the questions received to date, we have determined that amendment is not necessarily the best method of responding to such questions. We have, therefore decided that we will amend the RFP as necessary AND post all questions and answers on the Treasury website, in an effort to make this information available to all potential respondents to the RFP. The written questions and answers will be updated no less than daily, through the deadline for submission.

- 1. Q. Page 7 of the RFP (Section D - Corporate Governance Counsel) contains only two (2) lines for the entire page, ending with the word "shareholder." Page 8 picks up with the word "resolutions." Can you confirm that there is no missing text on Page 7?**
(21 May 2007)

A. There is no missing text on Page 7. The unnecessary page break was created when the document was posted on the Office of the Treasurer's website. This problem has been corrected. (21 May 2007)
- 2. Q. Will the Office of the Treasurer consider responses from law firms as small as four members?** (22 May 2007)

A. Any lawyer or law firm whose expertise, staffing plan, and other qualifications meet a need of the Office of the Treasurer, will be given serious consideration in the Request for Proposals process.
(22 May 2007)
- 3. Q. In Section IV – Requested Information/Respondent Qualifications, you specify that “All firms must respond to Part A” and may respond to Parts B-J. You include page limits for each Part. Later, in Section VII – Instructions, No. 16, Required Format for Responses, you require us to follow a required format using a prescribed numbering system. Much of the requested information in Section IV, however, is repeated in Section VII-16. For example, you ask for three references in Section IV Part A No. 12, then ask for three references, specifying the same information, in Section VII-16-B-d. In addition, fee information is requested in both IV-J and VII-16-C-b. In the interests**

of avoiding repetition and complying with your instruction to follow the required format in VII-16, we would like to follow the format in VII-16, making sure to include all the information required in Section IV. (We plan to reference Section IV in our responses to Section VII-16.) Is this acceptable? (23 May 2007)

- A. No. Information required in Section IV should be presented using the numbering system in Section IV. Each of the specific deliverables in Section IV must be furnished. **All firms MUST respond to Parts A and J.** Section VII presents the instructions for completing the responses and furnishing information. We listed the three references in the instructions as a reminder of the required deliverable. The same is true with respect to the requirement that you furnish a fee proposal. (23 May 2007)

4. Q. In reference to Section VII-16-B-c (Requested Respondent Information, Financial Condition), our firm provides securities litigation services dozens of public pension funds, including some of the country's largest state retirement systems. We have a 25- year history of successfully financing complex securities and antitrust matters to their conclusion and currently represent major institutional investors in pending securities litigation. In fact, we currently represent the Treasurer, in her capacity as principal fiduciary of the CRPTF, as local counsel in the JDS Uniphase case. As a private firm, however, we do not have audited financial statements. In the past, none of our many public pension fund clients has asked us to provide copies of financial statements, either as part of an RFP process or otherwise. Is a general affirmation that we are financially stable and exceedingly capable of financing any complex litigation undertaken on behalf of our clients, including the CRPTF, sufficient to address your requirement? (23 May 2007)

- A. No. Understanding the financial stability of all vendors of this Office is important to the Trustee. You will note that, although financial statements are not REQUIRED to be audited, they must be prepared in accordance with GAAP. Additionally, when including this requirement, we considered the fact that all respondents are likely to be private entities. As such, we have provided instructions to furnish confidential and proprietary information. Please see Section VII. 5. (23 May 2007)

5. Q. We are in the process of responding to your Request For Proposal for Various Legal Counsel and Services ("RFP") and I do have another request for clarification. There seems to be a problem with the numbering on pages 9 and 10. The last line of Number 5 on Page 9 of the RFP (Section A - General Information) states "...or any employee of your firm has with any private investment managers, real estate..." Page 10 starts with a new Number 6 and the first line of

this new Number 6 states: "...investment managers, investments banks or law firms, governmental entity, or other..." Reading the language together, it seems that the top of Page 10 is a continuation of the bottom of Page 9, but because there is a new Number 6 on Page 10, I just want to confirm that there is no missing text. In addition, if Number 6 at the top of Page 10 is there in error, then all of the subsequent numbers should be adjusted by one, making Part A contain 14 requirements rather than 15 as currently stated. (23 May 2007)

A. We do apologize. Correction of the excess space formatting problem created this error, splitting Part A, item 5 into two. This problem has been corrected. The corrected version is online. (23 May 2007)

6. Q. **As part of the RFP, we have been requested to furnish financial statements sufficient to demonstrate the firm's financial stability. As I am sure you can understand, we are very reluctant to release the firm's financial statements to a third party and it is our firm's policy to do so only subject to a confidentiality agreement. Will the Office of the Connecticut State Treasurer agree to enter into a confidentiality agreement that would cover such financial statements?** (29 May 2007)

A. Please review the response to question #4 above. With respect to your specific question concerning a confidentiality agreement, any agreement to which the Office of the Treasurer becomes a party MUST be subject to the statutory obligations of the Treasurer to comply with, among other things, the Connecticut Freedom of Information Act and the state's Records Retention Policies. As stated in the answer to question #4 above, we considered the fact that most, if not all, Respondents would be private entities. As such, we have furnished instructions for submitting certain information under confidential cover. **Financial statements of non-public entities, if submitted in accordance with the procedures in the RFP for requesting confidentiality, and citing Conn. Gen. Stat. §1-210(b)(5), will be accorded confidential treatment by the Office of the Treasurer.** Additionally, in the event that the Office of the Treasurer receives a request for any information furnished under confidential cover pursuant to this RFP, the firm that furnished the information will be notified so that it may move to intervene in any hearing of or action by the Freedom of Information Commission and/or the Superior Court. (30 May 2007)

7. Q. **The instructions for completion of attachment B require completing Part IV of the form. Part IV seems to be missing from the RFP.** (29 May 2007)

- A. We have confirmed that Parts IV and V of Attachment B were indeed unintentionally omitted. The complete form may be found at: <http://www.ct.gov/chro/lib/chro/pdf/notificationtobidders.pdf>. Additionally, we have attached Parts IV and V to the Revised RFP. The Office of the Treasurer reserves the right to request such information from Respondents who were unaware of this notice. (30 May 2007)

8. Q. Our firm's financial statements, although audited by a large accounting firm, are not prepared in accordance with GAAP. Like many other law firms, our financial statements are prepared on a cash basis and not on an accrual basis and as such cannot be in accordance with GAAP as required by the RFP. Please advise us whether these financial statements will be acceptable in connection with the RFP. (30 May 2007)

- A. The Office of the Treasurer will accept financials prepared in accordance with another comprehensive basis of accounting method such as cash basis or income basis. Respondent MUST identify the acceptable accounting method. (30 May 2007)

9. Q. Per point number 7 in Section VI - Evaluation Criteria of the RFP: "Connecticut presence, as evidenced by the number of offices the firm maintains in Connecticut and the number of Connecticut residents employed in those offices" is one of criteria 13 listed. Since our firm does not have an office in Connecticut, I am writing to ask how this particular criterion is weighted relative to other criteria when evaluating proposals. (30 May 2007)

- A. A Connecticut presence is but one of the many criteria that the Office of the Treasurer may consider in selecting outside counsel. Although, generally, Connecticut presence is viewed positively, lack of such presence has not hindered and will not preclude the engagement of a number of law firms based outside the State of Connecticut or the United States.

With respect to the "weighting" of such criteria relative to other RFP criteria, the Office of the Treasurer follows the advice of the Connecticut Office of Policy and Management, which is to keep the weights confidential. (30 May 2007)

10. Q. We understand from your office's response to earlier questions that responses must include answers to all of the numbered questions of Section IV, Parts A and J, as well as responses to Section VII -16. In regards to the instructions in Section VII as to the required format of the responses, where within the requested outline/format of

responses set forth in Section VII-16 should the responses for Parts A, J, and any of the voluntary Parts B-I be included? (30 May 2007)

- A. Great Question! Please format your proposals as follows: Follow the structure set forth under Section VII, item 16. Insert your responses to Section IV, Parts A – J (mandatory and voluntary) under B – Requested Respondent Information, a) Qualifications. We further note that both “c” and “d” are redundant and may be ignored. Do furnish the Organizational Chart as requested in item “b”.

In addition to the redundant requests Section VII – 16 B, the next section, “C – Organization of and Compensation for Work” may also request information that is furnished in other parts of your response. Please feel free to cross reference other sections of your submission. (30 May 2007)

- 11. Q. In Part D, Item #3, your office requests a representative case listing for the last 5 years, and a description of 5 recent cases. Is the representative case listing limited to the 5 described cases, or may the representative listing be more extensive than the specific 5 cases described in detail? (30 May 2007)**

- A. The representative case listing may be more extensive than the NO MORE THAN five (5) cases described. As a reminder, responses to Part D must not exceed seven (7) pages. (30 May 2007)

- 12. Q. The following question has four parts:**

- 1) What criteria must be satisfied to qualify for confidential treatment ?**
- 2) When does an applicant learn that a designation of confidentiality has been granted?**
- 3) Is it possible to have a confidentiality guarantee prior to submitting the material in question and, if so, how may an applicant obtain such? and**
- 4) Is a designation of confidentiality by the Treasurer a final and binding determination by the State of Connecticut or can the decision be revisited or overturned, either by the State or by members of the public pursuant to a public records request? (31 May 2007)**

- A. 1) The Office of the Treasurer is a public agency and its records are subject to the Connecticut Freedom of Information Act (the “Act”). The Act provides this Office with the ability to decline to

disclose certain types of information. These exemptions are largely found in Conn. Gen. Stat. § 1-210(b). Documents meeting one or more of the exemptions set forth in such statute may receive confidential treatment.

- 2) As stated in the response to Question 6 above, this Office has stated that **Financial statements of non-public entities, if submitted in accordance with the procedures in the RFP for requesting confidentiality, and citing Conn. Gen. Stat. §1-210(b)(5), will be accorded confidential treatment by the Office of the Treasurer.** With respect to other documents, submitted in accordance with the RFP's instructions for submitting confidential information: If any information is submitted as "confidential" that does not meet the exemption criteria set forth under Conn. Gen. Stat. § 1-210(b), the Respondent will be immediately informed.
- 3) Upon request, we will consider informing ALL potential Respondents of confidentiality assurances from this Office. We have already identified specific information that will be held in confidence.
- 4) Statutorily, the Freedom of Information Commission is charged with the enforcement of the requirements of the Freedom of Information Act. Upon denial of a FOIA request by this Office, a requester could file a complaint with the FOIC. If there is no statutory basis for denial of the request for information, the FOIC could order this Office to disclose the information. Appeals from any FOIC decision can be taken to the Superior Court. We are, however, comfortable that the specific language of Conn. Gen. Stat. § 1-210(b), fully justifies this Office's commitment to accord confidential treatment to Financial statements of non-public entities, if submitted in accordance with the procedures in the RFP for requesting confidentiality, and citing Conn. Gen. Stat. §1-210(b)(5). Additionally, as stated in the response to Question 6 above, we have committed to notify any Respondent whose documents become the subject of a FOIA request. This notification will furnish such Respondent with the opportunity to take steps to intervene and assist the Office of the Treasurer in its endeavor to prevent disclosure of such records. (31 May 2007)

13. Q. Our firm is a private service corporation owned by certain attorneys who are shareholders at the firm. All shareholders have an equal ownership percentage. Given this ownership structure, our firm does not have audited financial statements and does not publicly disclose its financial results, which is not uncommon for the industry. Nevertheless, we confirm that our firm is in sound financial condition and has adequate financial capacity to provide the services described

in this proposal. Please advise if you require any other financial information.

I believe that this falls within the Treasurer's reserved authority in Section 1 of the RFP to waive any minor irregularities or information in connection with the RFP. However, if the above is not acceptable, please advise as to whether information short of financial statements would be sufficient to satisfy the request. (1 June 2007)

- A. Please know that Treasurer Nappier has decided that furnishing such statements will be required for this RFP. As is stated in the body of the RFP and with greater detail in these Q&A,
- 1) We did not request AUDITED financials.
 - 2) We will accept financials prepared on a cash basis or other identified method of accounting.
 - 3) We will keep the financial statements confidential, if furnished in accordance with the RFP's instructions for providing information under confidential cover.
 - 4) We have committed to give notice to any firm that furnishes documents under confidential cover of any request for such documents under CT FOIA.

Failure to furnish the requested financial statements will not be viewed as a "minor irregularity" with respect to the completion of the RFP. (4 June 2007)

14. Q. Please confirm that the term "dependent child" used in subsection d. of Attachment H is the new requirement from P.A. 07-1 which applies to dependent children 18 years of age or older. (4 June 2007)

- A. This is to confirm that the term "dependent child" used in subsection d of Attachment H, means the new requirement from Public Act 07-1. This restriction applies only to dependent children 18 years of age OR older. (4 June 2007)

15. Q. I believe this is the last question that we have. Attachment D (Affidavit of Third Party fees and Disclosure of Consulting Agreement) has the requirement that it be signed by the "chief official of the Respondent." We have two managing partners for our firm. Does "chief official" mean one of the two managing partners of the entire firm (who are out of Boston), or the managing partner of our

Hartford Office (where the proposed services would be originated)? (6 June 2007)

- A. The person executing the affidavit should be an official capable of binding the law firm. (6 June 2007)

16. Q. **Prior to submitting our response to the above RFP, we would like to request clarification as to whether the Treasurer will be able to accord confidential treatment to any non-public Supplementary Information supplied as part of Attachment G, the Notice of Legal Proceedings, regarding claims, proceedings and/or internal investigations. If we determine that any items should be disclosed that are not a matter of public record, because we are a private service corporation, we would not be in a position to provide a completed Attachment G without assurance that Supplementary Information will be treated as confidential. I believe that C.G.S. s. 1-210(b)(2) and other provisions of the Connecticut FOIA afford a basis for the Treasurer to withhold such information from public access if it were to receive a FOIA request.**

Are you able to provide comfort that the Treasurer will accord confidential treatment to any non-public Supplemental Information to Attachment G?

- A. If there is non-public information that you believe should be disclosed to make your submission complete, I strongly encourage you to do so. You may furnish such information under confidential cover in accordance with the instructions of the RFP. If such matters involve information that is the subject of a disclosure exemption pursuant to Conn. Gen. Stat. § 1-210(b), this Office will take the necessary steps to treat such information (and documents) as confidential. Without an understanding of the specific facts, we cannot guarantee that C.G.S. § 1-210(b)(2) would apply, however, we will afford any good faith filing appropriate confidential treatment. If, however, once we review the submitted material, we determine that on its face the information is not exempt in reading the plain language of the statute, we will inform you immediately. Additionally, in the event that this Office receives a request for information filed under confidential cover, we will notify the firm that furnished the information so that such firm may take steps to intervene in any FOIC or court proceeding related to the requested documents. (7 June 2007)

PART IV - Bidder Employment Information

Date:

(Page 4)

| JOB CATEGORY | OVERALL TOTALS | WHITE (not of Hispanic origin) | | BLACK (not of Hispanic origin) | | HISPANIC | | ASIAN or PACIFIC ISLANDER | | AMERICAN INDIAN or ALASKAN NATIVE | |
|---|----------------|-----------------------------------|--------|-----------------------------------|--------|----------|--------|---------------------------|--------|-----------------------------------|--------|
| | | Male | Female | Male | Female | Male | Female | Male | Female | Male | Female |
| Management | | | | | | | | | | | |
| Business & Financial Ops | | | | | | | | | | | |
| Computer Specialists | | | | | | | | | | | |
| Architects/Engineering | | | | | | | | | | | |
| Office & Admin Support | | | | | | | | | | | |
| Bldg/ Grounds Cleaning/Maintenance | | | | | | | | | | | |
| Construction & Extraction | | | | | | | | | | | |
| Installation, Maintenance & Repair | | | | | | | | | | | |
| Material Moving Workers | | | | | | | | | | | |
| TOTALS ABOVE | | | | | | | | | | | |
| Total One Year Ago | | | | | | | | | | | |
| FORMAL ON THE JOB TRAINING (ENTER FIGURES FOR THE SAME CATEGORIES AS ARE SHOWN ABOVE) | | | | | | | | | | | |
| Apprentices | | | | | | | | | | | |
| Trainees | | | | | | | | | | | |

PART V - Bidder Hiring and Recruitment Practices

| 1. Which of the following recruitment sources are used by you? (Check yes or no, and report percent used) | | | | 2. Check (X) any of the below listed requirements that you use as a hiring qualification (X) | | 3. Describe below any other practices or actions that you take which show that you hire, train, and promote employees without discrimination |
|--|-----|----|------------------------------------|---|-----------------------------------|--|
| SOURCE | YES | NO | % of applicants provided by source | | | |
| State Employment Service | | | | | Work Experience | |
| Private Employment Agencies | | | | | Ability to Speak or Write English | |
| Schools and Colleges | | | | | Written Tests | |
| Newspaper Advertisement | | | | | High School Diploma | |
| Walk Ins | | | | | College Degree | |
| Present Employees | | | | | Union Membership | |
| Labor Organizations | | | | | Personal Recommendation | |
| Minority/Community Organizations | | | | | Height or Weight | |
| Others (please identify) | | | | | Car Ownership | |
| | | | | | Arrest Record | |
| | | | | | Wage Garnishments | |

Certification (Read this form and check your statements on it CAREFULLY before signing). I certify that the statements made by me on this BIDDER CONTRACT COMPLIANCE MONITORING REPORT are complete and true to the best of my knowledge and belief, and are made in good faith. I understand that if I knowingly make any misstatements of facts, I am subject to be declared in non-compliance with Section 4a-60, 4a-60a, and related sections of the CONN. GEN. STAT.

| | | | |
|-------------|---------|---------------|-------------|
| (Signature) | (Title) | (Date Signed) | (Telephone) |
|-------------|---------|---------------|-------------|