

The Commonwealth of Massachusetts

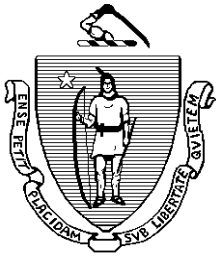
State Retiree Benefits Trust

Board of Trustees

Request for Response - General Legal Services

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I. Introduction/Purpose

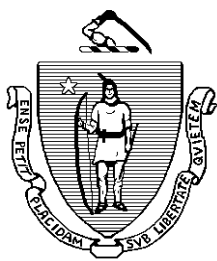
The Massachusetts State Retiree Benefits Trust Fund (“SRBTF”) Board, “the Board,” is soliciting responses from parties interested in providing General Legal Services.

This procurement is being conducted in accordance with 801 CMR 21.00 and all related policies and procedures. Please also note that documents related to this procurement, including Responses submitted by interested bidders, are subject to Massachusetts Public Records Laws and Regulations, including but not limited to M.G.L. c.4, §7(26) and M.G.L. c.66. Any statements in submitted responses that are inconsistent with these statutes will be disregarded. Bidders are advised that all proposals are deemed sealed, and therefore their contents will be treated as confidential and will not be disclosed to competing bidders until the evaluation process has been completed and the contract has been awarded.

a. History of the State Retiree Benefits Trust Fund (formerly the Health Care Security Trust)

The Health Care Security Trust (“Trust”) was created through Section 43 of Chapter 127 of the Acts of 1999, which inserted Chapter 29D into the Massachusetts General Laws (“M.G.L.”). The Trust was charged with managing and investing all money generated by any claim or action undertaken by the Attorney General of the Commonwealth of Massachusetts against a manufacturer of cigarettes to recover the amount of medical assistance provided pursuant to M.G.L. c.118E or any other claim or action undertaken by the Attorney General against a manufacturer of cigarettes, including but not limited to, the action known as *Commonwealth of Massachusetts v. Phillip Morris, Inc., et al.*; Middlesex Superior Court No. 95-7378. The Trust was also charged with managing and investing all funds generated from the assessment established pursuant to M.G.L. c.118G, §§25 and 26, including all federal financial participation resulting from Mass Health expenditures funded by that assessment.

The State Retiree Benefits Trust Fund (“SRBTF”) was established by M.G.L. c. 32A, §24 in 2007. The SRBTF Board consists of seven members: the Secretary of Administration and Finance or a designee, the Executive Director of the Group Insurance Commission or a designee, the Executive Director of the Public



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Employee Administration Commission or designee, the State Treasurer or a designee, the State Comptroller or designee, an appointee of the Governor, and an appointee of the State Treasurer. Pursuant to its enabling legislation, the purpose of the SRBTF is "...depositing, investing and disbursing amounts set aside solely to meet liabilities of the state employees' retirement system for health care and other non-pension benefits for retired members of the system."

The FY 2012 state budget (Chapter 68 of the Acts of 2011) included provisions to support municipalities seeking to address their liability for Other Post-Employment Benefits (OPEB). The new provisions made it easier for any political subdivision, municipality, county, agency or authority of the commonwealth to establish an OPEB Liability Trust Fund with assets set aside to meet the liabilities to retirees for health care and other non-pension benefits. Chapter 68 also authorized these entities to invest their OPEB Trust Fund assets in the SRBTF.

M.G.L. c.32A, §24 was amended by Section 7 of Chapter 36 of the Acts of 2013 and now requires the SRBTF board of trustees to invest the SRBTF assets in the Pension Reserves Investment Trust ("PRIT") Fund managed by the Pension Reserves Investment Management ("PRIM") Board .

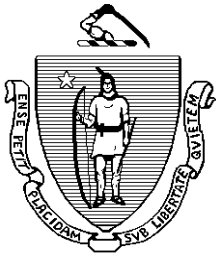
Chapter 165 of the Acts of 2014, the FY2015 state budget, repealed M.G.L. c.29D, thereby abolishing the HCST and the HCST Board and re-branding the HCST Board as the SRBTF Board. The former provisions of M.G.L. c.29D are now consolidated under M.G.L. c.32A, §24.

b. Acquisition Method

This is a Fee-For-Service contract with payments billed upon performance and no advanced retainer.

c. Single or Multiple Contracts

This contract will be awarded to one or more contractors at the sole discretion of the Board.



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d. Entities Eligible to Use the Resulting Contractor

Use of this contract is restricted to the issuing entity, the SRBTF, only.

e. Expected Duration of the Contract

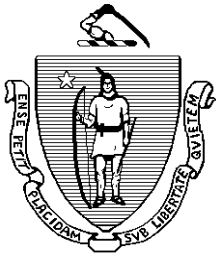
This RFR will authorize a 3-year contract with three annual renewal options, solely at the discretion of the SRBTF, to review in successive years, for an initial total of 6 years. Additional renewals maybe initiated in the best interest of SRBTF depending on current projects. The services detailed under “Scope of Services” as well as Respondent’s response documents, including fee proposal, will form the basis for this proposed contract.

f. Procurement Calendar

Procurement Activity	Date	Time
RFR Release Date- published on COMMBUYS and the SRBTF Website	8/20/2021	5:00PM
Deadline for Submission of Questions to j.moyer@tre.state.ma.us	8/27/2021	12:00PM EST
Answers to Bid Q&A published on COMMBUYS and the SRBT Website	9/3/2021	Approx. 12:00PM EST
Deadline for Quotes/RFR Responses	9/15/2021	12:00PM EST
Oral Presentations for Selected Bidders to the PMT or SRBTF Board	No later than 10/7/21	
Notification of Apparent Successful Bidder	TBD	TBD
Negotiations	TBD	
Estimated Contract Start Date	12/31/21	

II. Scope of Services

The primary responsibility of the general legal services firm is to provide legal advice to the SRBTF and review applications for investments of OPEB Trust Funds Assets by municipalities, political subdivisions, etc. in the State Retiree Benefit Trust Fund pursuant to Chapter 68 of the Acts of 2011.



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Attendance at Board meetings is required.

In addition to these scope specifications, the following services are may also be required on an as needed basis:

Interpretation, advice, and implementation assistance regarding the SRBTF enabling statute and operating trust, SRBTF specific legislative mandates, proposed legislation, and other relevant legislation and regulations.

Review and modification of the Board's governing documents.

Interpretation, advice, and implementation assistance with Massachusetts Public Laws, including conflict of interest laws, state finance law, Chapter 32B, public records and open meeting laws.

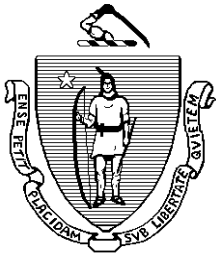
Interpretation, advice, and implementation assistance with regard to issues of professional liability and D&O Liability, and related insurance issues, and particular the impact of issues regarding government official and issues of government immunities and liability caps.

Legal advice and assistance with SRBTF Board drafting, negotiating and terminating contracts with vendors and other government entities, including, but not limited to, both PRIM and organizations that may choose to invest in the SRBTF.

Additional Legal Services as needed.

While the SRBTF Board does not have an immediate need for general litigation services or representation, the SRBTF Board requires expeditious access to providers of such services in the event the need arises. Any such litigation services on behalf of the Commonwealth require the appointment by the Attorney General of all attorneys, representing the Commonwealth in court, as Special Assistant Attorneys General.

In addition to the General Legal Services specified above, the SRBTF Board invites Respondents to identify in their responses any additional categories of services that



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it is qualified to provide and for which it would like to be considered for selection under this RFR.

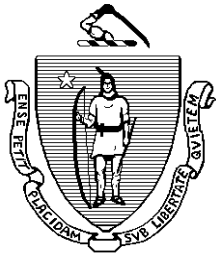
III. Response Specifications

a. Required Attachments:

- i. Completed Response Template –Attached
 - ii. Executed Representations and Warranties – Attached
 - iii. Cost Proposal – Attached NOTE: The cost proposal may be submitted in the same package as the rest of the response (if submitted via US Mail) but must be submitted in a separate sealed envelope labeled “COST PROPOSAL.” Failure to meet this requirement may result in disqualification of the bid. Please also note that the cost proposal must have an original signature by a person authorized to bind the firm with respect to this RFR. Please be specific on how services will be billed (monthly, yearly, etc).
 - iv. Current Resumes of each individual who will be providing General Legal Services
 - v. Proof of “Good Standing” Status. Printout from the Massachusetts Board of Bar Overseers website for each individual who will be providing General Legal Services if the firm is awarded a contract pursuant to this RFR. Printouts can be obtained by searching the attorney’s name in the following webpage: <http://massbbo.org/bbolookup.php>
 - vi. W-9 Form
 - vii. Contractor Authorized Signatory Listing
 - viii. Prompt Payment Discount Form
- All bidders responding to this RFR must agree to offer discounts through participation in the Commonwealth Prompt Payment Discount initiative for receiving early and/or on-time payments, unless the bidder can provide compelling proof that it would be unduly burdensome.

b. Response Submission

The RFR and Required Response Documents will be published on COMMBUYS and the State Retiree Benefit Trust Board website.



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All documents should be downloaded from one of these sites by interested bidders.

Questions to the RFR must be submitted via email to j.moyer@tre.state.ma.us no later than 8/24/21.

Questions will be reviewed and answered by the PMT. Answers to all Questions will be posted on COMMBUYS and the SRBTF Website on or about 8/30/21. All Q&A will be posted anonymously, but will be viewable by all potential bidders.

Responses to the RFR, which must include all documents listed in section a, above, must be submitted via email or COMMBUYS to the following address by 9/15/21 at 12:00PM.

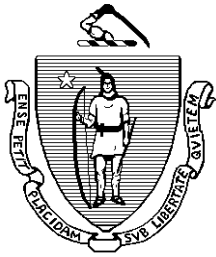
Office of the State Treasurer
ATTN: Jeffrey Moyer
One Ashburton Place
12th Floor
Boston, MA 02108
jmoyer@tre.state.ma.us

If submitting via e-mail, please use the following subject line with submitting your bid:

“State Retiree Benefits Trust- Response to RFR for Legal Services of (insert firm name)”

Please also note, that if submitting the response documents via e-mail, the fee proposal must be submitted in a separate e-mail and identified as “State Retiree Benefits Trust – Fee Proposal of (insert firm name)”

If submitting via US Mail, please identify “State Retiree Benefits Trust – Response to RFR for Legal Services” on the outside of the back of the package.



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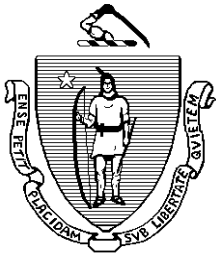
IV. Evaluation Process and Criteria

Evaluation Process: The RFR Evaluation Process will be conducted in two phases. The purpose of the Phase One Review is to eliminate any bids that are non-responsive to the requirements of the RFR. Bids that are deemed to be qualified based on the Phase One Review will be submitted to the Procurement Management Team (“PMT”) for additional review. The PMT will make a recommendation to the SRBTF which will then accept or reject the recommendation. **(Phase One, Phase Two of this RFR will be evaluated separately.)**

- a. **Phase One Review:** Bidders’ responses will be reviewed based on listed criteria and completeness of response, including mandatory attachments and compliance to submission criteria. Bids that do not comply with these components will be rejected and will not proceed to Phase Two Review. The SRBTF reserves the right to waive or permit cure of non-material errors or omissions. SRBTF staff will conduct this portion of the review.
- b. **Phase Two Review:** Qualified bids, based on the Phase One Review, will be considered for additional review in Phase Two by the PMT. The Phase Two review will count for 80% of each Bidder’s score.

The Phase Two Review will be separately evaluated and scored on the basis of the criteria listed below:

- 20% – Minimum Qualifications
 - 40% – Specific Experience
 - 20% – References
- c. **Phase Two Review:** The Phase Two review will count for 20% of each Bidder’s score and will reflect the PMT’s evaluation of which bid would provide the best value for the SRBTF.



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Recommendation: Based on the Phase One, Two, and Three reviews, the PMT may make a recommendation to the SRBTF. At the request of the Board, finalists may be required to give oral presentations, and/or interviews to the Board and PMT as part of the selection process. The PMT may adjust a Bidder's score based on any clarification of the Firm's response at any such oral presentation/interview.

Selection: Final selection will be made by a vote of the Board.

SRBTF reserves the right to consider such other relevant factors as it deems appropriate in order to obtain "best value" providers of General Legal Services.

SRBTF reserves the right to reject any non-qualifying Response, as well as the right to reject all Responses submitted under this Request for Response and to cancel and rescind the procurement, for any reason or for no reason.

Bidders are prohibited from communicating directly with any members of the SRBTF Board or their designees, or employees of the SRBTF regarding this RFR and may be disqualified for doing so at the determination of the PMT, except as specified in this RFR, and no other individual Commonwealth employee or representative is authorized to provide any information or respond to any question or inquiry concerning this RFR. Bidders may communicate with the contact person for this RFR in the event this RFR is incomplete, or the Bidder is having trouble obtaining any required attachments electronically through COMMBUYS (<https://www.commbuys.com>).