

PURPOSE AND BACKGROUND

The Town of Plymouth Contributory Retirement Board (“Board”) is considering the procurement of services for a pension investment consultant. The Board is subject to the oversight and regulations of the Public Employee Retirement Administration Commission (“PERAC”). The Board is responsible for administering the assets of the Town of Plymouth Retirement System (“System”) in the approximate amount of \$221.8 million. The Board currently uses Fiducient Advisors, as well as invests in the Pension Reserves Investment Trust (“PRIT”) Fund.

Copies of the most recent quarterly performance reports may be obtained directly from the System’s website at www.PlymouthRetirement.com.

The Board is governed by a five-member Board and is comprised of 37 member departments. The Board employs a staff of four (4) people in its office located in Plymouth, Massachusetts.

The most recent valuation completed by the Board is as of January 1, 2022. The unfunded liability of the Board is \$165.2 million. The Board’s funding schedule calls for full funding of its system by fiscal year 2035.

As of December 31, 2021, the Board had 904 active participants, 193 inactive participants and 832 retired participants and beneficiaries within the retirement system.

The Board is governed by Chapter 32 of Massachusetts General Laws (“Chapter 32”) and is a member of the Massachusetts Association of Contributory Retirement Systems.

It is expected that a consultant will be retained for a period of five (5) years with a two (2) year option for extension, for a maximum seven (7) years, subject to the same terms and conditions, and at the sole discretion of the Board. It shall be the primary purpose of the consultant to advise the Board on investment performance and strategies.

CERTIFICATION AND COMPLIANCE

No agreement may be awarded unless all forms required by this RFP are completed. Further, no agreement may be awarded unless all the requirements are met as set forth in Chapter 32, Section 23B. In addition to the forms required in this RFP, the following must also be completed prior to the execution of an agreement between the selected firm and the Board. These include:

1. The PERAC Vendor Certification Form as provided on PERAC’s website at www.mass.gov/perac. This is an interactive form that all Proposers must complete and submit with their proposal. **Submitted proposals for services and for pricing must contain this form with the following certification signed:**

The undersigned certifies under penalties of perjury that this proposal has been made and submitted in good faith and without collusion or fraud with any other person. As used in this certification, the word “person” shall mean any natural person, business, partnership, corporation, union, committee, club, or any other organization, entity, or group of individuals.

2. PERAC Exemption for Consultants Form. This form may also be obtained on PERAC’s website at www.mass.gov/perac.

3. The PERAC Retirement Board Member Certification. This form must be completed by each member of the Board prior to the execution of an agreement under this RFP.

FUNDING

Proposers are advised that the contract shall be cancelled if funds are not appropriated or otherwise made available to support continuation of performance in any fiscal year succeeding the first year.

INSTRUCTIONS & REQUIREMENTS

To obtain a copy of the RFP please visit Plymouthretirement.com. RFP's may be obtained up to the proposed deadline. Please direct questions via email to Wendy@plymouthretirement.com.

Please submit one electronic copy via email to Wendy@plymouthretirement.com on or before Thursday, December 29, 2022, by 4:00 PM EST. Proposals or amendments will not be accepted after the closing date and time.

The Board may, in its sole discretion, determine that a proposal has failed to meet all of the criteria required by this RFP and may disqualify that proposal. The Board further reserves the right to waive any minor informality as defined in Chapter 32, Section 23B(b) in any proposals received. The determination as to whether or not to make an award as a result of this RFP shall be at the sole and absolute discretion of the Board.

Proposals shall be opened in the presence of one (1) or more witnesses on Friday, December 30, 9:00 AM EST, at Town of Plymouth Contributory Retirement Office, 212 South Meadow Road, Unit #3, Plymouth MA 02360.

After the Submission Deadline, provisions of the bids may not be changed in a manner prejudicial to the interests of the System or fair competition. The submission cost proposal must remain firm for 90 days after the Submission Deadline.

The Board reserves the right to cancel this RFP, or to reject any and all proposals, or any portion of any proposal, received in response to this RFP, upon its determination that such cancellation or rejection is in the best interests of the Board. Proposers acknowledge that the Board shall not be liable for any fees incurred in the preparation of their proposal.

The Board expects to award a contract within 90 days of the RFP's submission deadline. The Board may cancel this RFP or reject in whole or in part any and all submissions, if the Board determines that cancellation or rejection serves the best interests of the System. The anticipated timeline for this procurement is listed below, although the Board reserves the right to change any aspect of this schedule at any time.

PROPOSED TIMELINE

Availability of RFP: The RFP is available up to the proposal deadline at Plymouthretirement.com.

Proposal deadline: Thursday, December 29, 2022, at 4:00 PM EST.

Opening of Proposals: Friday, December 30, 2022, at 9:00 AM EST. A register of proposals will be maintained for public inspection.

Expected period of review: The Board will review the proposals by February 10, 2022.

Expected time of award: Vendor selection is expected to take place within 90 days of the RFP's submission deadline. The timing of the award of the contract may be extended at the Board's discretion upon mutual agreement between the Board and the bidder(s).

Any agreement pursuant to this RFP shall be for a period of five (5) years with two (2) optional years at the sole discretion of the Board. The Board reserves its right to terminate the contract executed between the Board and the selected proposer for any reason on thirty (30) days written notice and expects that such termination language will be present in the contract.

RULE FOR AWARD

The fee and non-fee proposals submitted in response to this RFP will be considered and evaluated separately. The Board will evaluate the non-fee proposal prior to opening the fee proposal. Bids will not be opened publicly but rather will be considered by the Board privately. All information will be released publicly upon completion of the selection process.

If the Board requires clarification or additional information, the Director will communicate the request to the designated contact of the Proposer. The Board reserves the right to interview one or more Proposers to seek clarification during the evaluation process.

The Board will review the non-fee proposals and provide ratings based on the criteria contained in this RFP. Upon the completion of this review by the Board, the Board Administrator will open the fee proposals.

The Board will select the most advantageous proposal based on the ratings evaluation and the cost proposals. The most advantageous proposal may not be the lowest cost proposal and it may not have the highest composite ranking. The selected proposal will be based on the Board's evaluation of the costs and benefits associated with each proposal. The proposal selected will be that which provides the best combination of quality and price for the System.

The Board administrator will provide a report to the Board on the selection process. The Board reserves the right to interview any Proposer for any purpose during this evaluation process. Further, the Board reserves the right to seek clarification on any aspect of any proposal as part of their review. No agreement for services under this RFP shall be executed until the Board authorizes such agreement.

EVALUATION CRITERIA

As required by statute, rating evaluations shall be established as advantageous, highly advantageous, not advantageous, or unacceptable. Each proposal will be rated in the following manner and on the following criteria.

- **Highly Advantageous** will be assigned based on:
 - Strength, stability and longevity of the firm.
 - Depth of experience and knowledge of the firm and/or individuals with Massachusetts public pension fund investments including all statutory provisions and rules and regulations;
 - Significant level of experience with Massachusetts public pension systems and regulatory agencies;

- Length of time the firm and/or individuals has worked as a team or unit;
 - Scope of research available to monitor and provide services required;
 - Level of the ability of the firm and/or individuals to provide information updates and clarification of new and pending legislation;
 - Depth and completeness of reports;
 - Data and reports presented in a clear and concise format;
 - A firm commitment to attend regular and special meetings of the Retirement Board beyond those established by the minimum criteria;
 - High level of client satisfaction.
- **Advantageous** will be assigned to a responsive proposal addressing all items and meeting all criteria for each part of the proposal.
- **Not Advantageous** will be assigned for those proposals submitted by Proposers who have:
- Minimal experience with Massachusetts public pension funds and agencies;
 - Minimal experience with Chapter 32 and PERAC regulations;
 - Minimal experience as a working team or unit.
- **Unacceptable** will be assigned for proposals that:
- Fail to address any mandatory item in this RFP;
 - Fail to meet or address any item of the Scope of Services;
 - Fail to submit the required documentation.

Proposals containing “optional” services will not be given a higher rating.

IMPORTANT NOTE: To avoid an “unacceptable” rating for failure to address any item of the Request for Proposals – if any item is not applicable to your firm you should so state in your response and provide an explanation.

MINIMUM CRITERIA

1. As of January 1, 2021, the primary consultant assigned to the System’s account (the “Primary Consultant”) must have at least five (5) years combined experience in (1) serving as Primary Consultant to public and/or private pension funds; and/or (2) serving as chief executive officer, executive director or chief investment officer of a public or private pension funds with assets of at least \$100 million.
2. Since January 1, 2002, the firm must have served as consultant in the preparation or revision of general investment policy guidelines for at least one private or public pension fund client with assets of at least \$100 million and which has allocations in both domestic and international assets.
3. The firm must maintain or have access to a database of domestic and international public market managers and have at least five years of experience in providing performance analysis on public market portfolios for public and/or private pension fund clients.
4. The firm must be a registered investment advisor pursuant to the Investment Advisors Acts of 1940 (15 U.S.C. 80b-1 et seq.).

5. The firm must meet all other criteria set forth in PERAC's Investment Regulations, 840 CMR 16.00-26.00, et seq. and Chapter 32, Section 23B.

EXPERIENCE

The following information must be provided on the experience of your firm:

1. Please provide a brief history and background of the firm, including structure.
2. Please provide individual biographies of each consultant who you believe is qualified to service this account. Identify the person or persons who would have primary responsibility of this account.
3. Please describe in detail the firm's experience with Massachusetts public pension fund investments, Chapter 32 and PERAC Regulations.
4. Please state the firm's research capabilities as they relate to the services to be rendered to this System.
5. Please provide sample reports regularly provided to other Chapter 32 public pension plans.
6. Please provide complete details of any other service provided or marketed by the firm or by any individual in the firm, or any subsidiary of the firm, which may result in a potential conflict of interest with the firm's ability to provide services to this System.
7. Please state the relationship, in whatever form or capacity, of the firm, or any individual in the firm, with the following (i) any investment manager; (ii) any other provider of investment, custodial or pension related products or services and (iii) any brokerage firm.
8. Please provide a list of public fund clients and any private clients who have authorized such a disclosure. If you have private clients who do not wish to be identified, please disclose how many such clients to which your firm provides services.
9. Identify the name of any clients that have terminated your services since January 1, 2011.
10. Please submit the firm's ADV Form, Part II.
11. Has the firm or any member or professional employee ever been convicted of any crime described in Section 411 (A) of ERISA, fined, suspended, or censored by the Securities and Exchange Commission or any securities self-regulatory organization or named as defendant in any litigation involving charges of violation of ERISA?
12. Would the awarding of the contract to the firm result in a violation by the Board of PERAC Rules & Regulations 840 CMR 1:03?

SCOPE OF SERVICES

1. Review of the Board's existing asset allocation and strategy of its existing investment managers.
2. Review of the Board's existing investment objectives and philosophy.

3. Monthly review of investment managers for:
 - a. performance monitoring; compliance with all statutory and PERAC regulatory provisions;
 - b. compliance with the Board's objectives and philosophy;
 - c. compliance with the Board's agreement with the manager(s).
4. Prepare recommendations, as required by the Board, for a methodology for the reduction of fees and charges associated with investments and investment relate issues, where appropriate.
5. Provide information and interpretation of new and pending legislation on any and all public pension fund issues and submit a report to the Board of the impact of such legislation to the system and the members.
6. Present financial performance of the system to the Board not less than quarterly, as well as to any other Committees or Boards as directed.
7. Provide other services that may be required relative to the Board's management of its investment managers and the compliance with all laws and regulations governing the Board.

FEE PROPOSAL

A fee proposal form is contained in this RFP as Appendix A. Proposers must complete the Fee Proposal Form fully in order to be considered by the Board. The Fee Proposal should account for all the services required in this RFP.

APPENDIX A
FEE PROPOSAL FORM

Proposers must complete this form and submit it in a separate, sealed envelope.

1. Annual Investment Consulting Fees:

Year 1: \$ _____

Year 2 (if retained): \$ _____

Year 3 (if retained): \$ _____

Year 4 (if retained): \$ _____

Year 5 (if retained): \$ _____

Total Fees (Add Years 1 to 5)¹ \$ _____

The Board may negotiate the fees for the option years (Year 6 and Year 7) upon request of the selected firm and if the Board determines that such negotiation is in the best interests of the retirement system.

¹ Total Fees for Years 1-5 will be considered the firm's total fee for this proposal.

APPENDIX B

**CERTIFICATION
PURSUANT TO G.L c. 32, § 23B(k)(3)**

The undersigned certifies under penalties of perjury that this proposal has been made and submitted in good faith and without collusion or fraud with any other person. As used in this certification, the word "person" shall mean a natural person, business, partnership, corporation, union, committee, club or other organization, entity or group of individuals.

Signature

Title (duly authorized)