The Office of the General Treasurer in conjunction with the State Investment Commission
50 Service Avenue
Warwick, RI 02886

RFP Issued: December 17, 2021

Proposals Due: January 26, 2022 by 5:00 p.m. EST
SECTION I: GENERAL INFORMATION

The Rhode Island State Investment Commission ("SIC") is established under Rhode Island General Laws § 35-10. It oversees the assets of the $10.5 billion Employees’ Retirement System of Rhode Island ("ERSRI"), the State’s $5 billion College Bound 529 savings plans, the State’s $2.1 billion defined contribution plans, and the State's short term cash investments.

The SIC is a 10-member (9 voting) body, chaired by the General Treasurer of the State of Rhode Island. The other members are the Director of Administration (ex officio) and other members appointed by the Treasurer or Governor. The SIC meets monthly and is charged with all investment decision-making including asset allocation and manager selection. The ERSRI Board governs all other aspects of the defined benefit plan. The ERSRI Board is a separate and distinct body and is not included as part of the governance review.

Approximately 90% of SIC meeting time is spent on ERSRI investment decisions. Staff and consultants make recommendations to the SIC and staff ultimately assists the SIC in implementing its actions. The SIC utilizes several investment related consultants, specifically a private assets consultant, real estate consultant, general investments consultant and a defined contribution and 529 plan consultant.

Information about the SIC, the various programs, and past meeting materials are available at www.investments.treasury.ri.gov.

SECTION II: PURPOSE OF REQUEST FOR PROPOSALS

PURPOSE AND TERM

The SIC is seeking a firm to conduct an independent review of Rhode Island’s State Investment Commission (SIC) investment governance, policies, and operations, to evaluate SIC’s current governance policies and practices compared to peer/industry best practices, and to identify opportunities for improvement. This is a stand-alone review, so a recurring term of engagement is not anticipated.

This review should be focused on the governance of the investment process. Topics that should not be considered are: the composition of the SIC (statutorily set), the allocation of duties between the SIC and the ERSRI Board, actuarial issues (handled by the ERSRI Board), staff structure and compensation (has been previously considered), or investment strategy.

ISSUING OFFICER, CONTACTS AND LOBBYING

The Issuing Officer identified below is the sole point of contact regarding this RFP. No contact with any other employee of the Treasurer, Board member, or state official is permitted with respect to this RFP, any proposals submitted in response to the RFP, or the contract to be awarded pursuant to this RFP. This prohibition applies from the date of release of this RFP until the date a contract is executed, unless otherwise requested by the Issuing Officer. This
prohibition includes, but is not limited to, any lobbying efforts directed at state legislators or any state officer or employee who might reasonably be considered to have influence over the process and outcome. Violations of this one-contract provision may result in immediate disqualification from this and any future business opportunities with the Office of the General Treasurer and/or the SIC.

The Issuing Officer for this RFP is:

Andrew Junkin  
Chief Investment Officer  
Rhode Island Office of the General Treasurer  
1 Capitol Hill, 4th Floor  
Providence RI 02908  
Invest40@treasury.ri.gov

SECTION III: SCOPE OF SERVICES, QUALIFICATIONS AND INFORMATION REQUESTED

SCOPE OF WORK

The SIC is looking for a firm to review and evaluate the following topics and identify opportunities for improvement:

A. Investment governance structure  
B. By-laws, charters, and policies  
C. Commission meetings and operations  
D. Powers reserved for the Commission and delegations  
E. Reporting and Commission oversight  
F. Commission interactions with staff

MINIMUM QUALIFICATIONS

The Proposer firm must have five (5) years experience providing services substantially similar to the services requested in this RFP for public or governmental entities.

INFORMATION REQUESTED

Responses must be limited to no more than 15 pages total.

1. Firm Background
   Provide a brief overview of your firm.

2. Experience
   Describe your firm’s experience in conducting projects of this nature.
3. **Proposed Approach**
   Describe your firm’s proposed approach to the assignment.

4. **Proposed Project Team**
   Provide a biography for each team member assigned to the project and describe their role on the project.

5. **Timing and Budget**
   Provide a project workplan with timing, milestones and budgets.

6. **References**
   Provide three (3) references based on projects of a similar nature.

**SECTION IV: PROPOSED FEE**

1. Provide the flat hard dollar annual fee your firm would charge for providing all of the services described in this RFP. The fee quoted should include all travel, preparation of memoranda and/or presentations to the SIC, and other out-of-pocket expenses.

2. Please identify other expenses (not identified above), if any, that your firm intends to charge.

3. Please describe the approach your firm will take to control costs, including any discounts.

Fees are a material element in awarding the contract pursuant to this RFP. The Treasurer and/or the SIC reserves the right to negotiate fees and request best and final offers. Fees, however, are only one of several factors used to evaluate proposals and the Treasurer and/or SIC may rely on factors other than the lowest level of fees in awarding the contract pursuant to this RFP.

**SECTION V: SELECTION PROCESS**

**SCHEDULE**

RFP Issued – December 15, 2021
Deadline for proposers to submit questions – January 5, 2022, 5:00 pm Eastern
Response to questions - January 12, 2022

*RFP Responses due – January 26, 2022, 5:00 pm Eastern*
Evaluations/interviews* - Concluded by February 16, 2022
Consultant Recommendation & Selection* - February 23, 2022
Contract Negotiations and Execution* - immediately following selection

*Indicative schedule*
Firm Questions
If a firm has any questions, it should submit its questions using the online portal at http://treasury.ri.gov/open-government/rfp-calendar/rfps no later than 5:00 P.M. Eastern on January 5, 2022. All questions will be aggregated and posted publicly on the RFP section of www.treasury.ri.gov. Questions will not be answered verbally or individually during the RFP process.

Proposal Submission
Firms should submit two (2) electronic copies: (1) in PDF format and (1) MS Word format to the online portal at http://treasury.ri.gov/open-government/rfp-calendar/rfps no later than 5:00 P.M. Eastern on January 26, 2022. Proposals received after that deadline will not be considered. Telephoned or faxed submissions will not be considered. If you have any IT issues please contact Treasury Technical Support at 401-462-7659.

The Treasurer and/or SIC reserves the right to request and consider supplements to proposals or to particular proposals after the deadline for initial proposals, until such time as a contract with a particular Firm is finalized.

EVALUATION OF RESPONSES
A firm will be selected based upon an assessment of the firm’s ability to provide the services as described above and the firm’s proposal. The selection process will consider the relevant experience of the firm, the strength of the proposal, the demonstrated ability and willingness of the firm to structure the best possible delivery of services, and the cost of the proposed services.

During the evaluation process the Treasurer, Issuing Officer, and/or the SIC staff reserve the right to request additional information or clarification from those submitting responses. Firms may be asked to participate in a telephonic interview, an in-person interview in Rhode Island or an on-site visit at the firm’s place of business.

The RFP does not commit the Treasurer or the SIC to make any selection or to pay any costs incurred in the preparation of the responses or attendance at interviews. The Treasurer and/or the SIC in their sole discretion reserves the right to accept or reject any or all, or part thereof, responses received as a result of this RFP, to waive any nonconformity with the provisions hereof, to waive or not waive any immaterial technicality or irregularity, deviation, or defect in a proposal, to negotiate with any qualified source, to cancel or withdraw this RFP at any time, with or without cause or whenever it would be in the best interest of the Treasurer or the SIC to do so, and to accept the proposal it considers most favorable to the SIC/System. Any waiver of an immaterial deviation or defect shall in no way modify the RFP or excuse the firm from full compliance with the requirements of the RFP. All proposals shall become the property of the Treasurer/SIC.

Evaluation Criteria
The criteria for evaluation and weight assigned to each are summarized below.
A. Organizational Characteristics 25 points
   1. Organization/staff expertise
   2. Depth of project team and resources
   3. Relevant prior experience
   4. References

B. Benchmarking 25 points
   1. Ability to benchmark the SIC practices to appropriate peer organizations
   2. Knowledge of best practices

C. Governance Review Process 25 points
   1. Proposed approach
   2. Project workplan

D. Fees 25 points

SECTION VI: OTHER CONSIDERATIONS AND RESTRICTIONS

CONFIDENTIALITY

The Treasurer and/or the SIC shall treat all documents submitted by a firm in response to this RFP as public record upon the selection of a firm. The release of public records is governed by Rhode Island General Laws §38-2-1 et seq. (“APRA”). Firms are encouraged to review this law before submitting a proposal.

By submitting a proposal, the firm agrees that the Treasurer and/or the SIC may reproduce firm’s proposal for purposes of facilitating the evaluation of the proposal or to respond to requests for public records. The firm consents to such reproduction by submitting a proposal and further warrants that such reproduction does not violate its rights or the rights of any third parties.

Any request by the firm that records submitted by it be exempt from being considered public records must be included in the cover letter with the firm’s proposal. In addition, firm must enumerate the specific grounds upon which the APRA or other applicable law supports treatment of the documents as exempt from being considered a public record, and further, the factual basis, if any, upon which they rely in asserting that the documents should be exempt. Any request for treating records submitted as being exempt must also include: the name, address, and telephone number of the person authorized by the Firm to respond to any inquiries by the Treasurer and/or the SIC regarding such an assertion.

Any proposals submitted which contain non-public records must be conspicuously marked on the outside as containing non-public information, and each page upon which non-public information appears must be conspicuously marked as containing non-public information. Identification of the entire proposal as being non-public records may be deemed non-responsive and may disqualify the firm.
If the firm designates any portion of the proposal as being a non-public record, the firm must submit one (1) copy of the proposal from which the non-public record is deleted or redacted. This copy shall be submitted in addition to the number of copies requested in Section V of this RFP. The non-public records must be excised in such a way as to allow the public to determine the general nature of the information redacted and retain as much of the proposal as possible.

The Treasurer and/or the SIC will treat the records marked as non-public as being confidential information to the extent such information is determined confidential under the APRA or other applicable law or by a court of competent jurisdiction. The firm’s failure to request records submitted as being non-public records will be deemed as a waiver of any right to confidentiality which the firm may have had.

RESTRICTIONS ON GIFTS

State ethics laws restrict gifts which may be given or received by employees and directors and requires certain individuals to disclose information concerning their activities with State government. Firms are responsible to determine the applicability of these laws to their activities and to comply with the requirements. In addition, it is a felony offense to bribe or attempt to bribe a public official.

STATE CODE OF ETHICS

The State of Rhode Island and Treasurer are committed to maintaining the highest standards of ethics in the awarding of contracts. Firms should be familiar with and abide by the State Code of Ethics, as set forth in Rhode Island General Laws §36-14-1 et. seq., and any additional regulations as provided on the State Ethics Commission website http://www.ethics.ri.gov/code/.

NON-DISCRIMINATION

All proposals shall be considered on their merit in accordance with the criteria specified herein and shall not exclude any person, firm, or other entity, from consideration on the grounds of race, color, religion, sex, sexual orientation, gender identity or expression, age, national origin, or disability. For more information, see the State of Rhode Island Office of Diversity, Equity & Opportunity website at http://odeo.ri.gov/offices/eoo/. Further, see the Treasury’s Equal Opportunity Report for 2016 at http://data.treasury.ri.gov/dataset/eeop-utilization-report.

PLACEMENT AGENT DISCLOSURE CERTIFICATE

It is the Treasurer’s policy to prohibit the use of placement agents with respect to work performed for the Treasurer and/or SIC, and to require disclosure regarding vendors use of placement agents in other aspects of their business.

CODE OF CONDUCT INVESTOR PLEDGE
The Treasurer has a strict policy with regard to political contributions and the adherence to the rules and laws drafted by the Securities and Exchange Commission (SEC), including the Investment Advisers Act of 1940 CFR Part 275, Rule 206(4)-5 and the Municipal Securities Rulemaking Board (MSRB), including Rule G-37. The successful Respondent will be required to comply with said policy and to complete and sign an appropriate disclosure statement.

TRANSPARENCY IN GOVERNMENT AGREEMENT

The Treasurer and the SIC recently adopted policies addressing transparency in government. The transparency in government agreement can be found at http://investments.treasury.ri.gov/investment-philosophy/.

The placement agent disclosure certificate, the code of conduct investor pledge can be referenced at: http://data.treasury.ri.gov/dataset/investment-manager-and-consultant-policies-and-pledges.

All forms will be required to be signed upon engagement, where applicable.

DATA SECURITY

Failure of the vendor or any of its subcontractors to employ commercially reasonable measures in accordance with industry standards to protect against unauthorized access, use or disclosure of participant data held directly by the vendor, or such subcontractor (as the case may be), must agree to have no limitation of liability.

LIMITED LIABILITY AND INDEMNITY

Neither the Treasurer nor the SIC will enter into limited liability clauses of any type. The firm agrees to indemnify, defend and hold harmless the Treasurer and the SIC, his/its directors, officers, employees and agents from any and all claims made including, but not limited to, claims for salaries, liability for tax withholding, workers’ compensation, disability or miscellaneous employment benefits, whether based on tort, contract or other theories of recovery arising out of injury, disability, or death of the vendor’s employees or independent contractors. The firm shall perform a background investigation on all contract employees working for the firm under an executed agreement.

GOVERNING LAW

The executed agreement shall be interpreted and construed under the laws of the State of Rhode Island without reference to its conflicts of laws principals.

SUBCONTRACTORS

No subcontractors or collateral agreements shall be permitted without the prior written consent of the Treasurer/SIC. Upon request, the firm must submit to the Treasurer/SIC a list of all subcontractors to be employed in the performance of any services or other contract arising from this RFP.