

**REQUEST FOR PROPOSALS (RFP)
FOR PRIVATE EQUITY
CONSULTANCY SERVICES
RFP #20-08**



**Washington State
Investment Board**

April 6, 2020

IDENTIFICATION OF OFFEROR'S PROPRIETARY INFORMATION

Offerors are advised that the Washington State Investment Board is a Washington State Public Agency and is thus subject to public records requests. There are permissible exemptions from public disclosure pursuant to chapter 42.56 Revised Code of Washington (RCW) but they are limited, narrow in scope and strictly construed. Offerors wishing to claim portions of their response as confidential and exempt from public disclosure are advised to carefully read sections 5.5.1 and 5.6 of this request for proposal (RFP) for more detail.

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SECTION 1: INTRODUCTION

1.1 Background

The Washington State Investment Board (hereinafter WSIB or Board), a public institutional investor, releases this RFP for the purpose of contracting with a firm to provide private equity consulting services, as well as occasional services to other asset classes, primarily the Innovation Portfolio, on an hourly fee basis. Of primary interest to the WSIB are services from a vendor with a leading position in the private equity consulting industry.

The WSIB has a 37-year history as a leading global private equity investor. A listing of the WSIB general partners as of September 30, 2019, may be viewed by visiting the WSIB Website at www.sib.wa.gov. As of September 30, 2019, the private equity investments of the WSIB had an aggregate market value of approximately \$24.2 billion. The total portfolio, including unfunded commitments, exceeds \$42.6 billion across approximately 240 separate active funds under management.

1.2 Purpose

The WSIB is issuing this RFP under Chapter 39.29 of the Revised Code of Washington (RCW), and will award a contract to a qualified firm to provide private equity consulting services to meet the WSIB's current and future needs.

The goal of this procurement is to identify the most qualified firm with the capacity to provide sophisticated, non-conflicted private equity consulting services to complement staff due-diligence on diverse investment opportunities and issues, as well as to assist in the development of portfolio investment strategy and modeling requirements.

Firms intending to respond should have (i) long-standing, demonstrable, active, and in-depth private equity expertise, (ii) significant experience reporting to a public pension fund board, (iii) available senior staff resources to assist the WSIB staff in performing due diligence, structuring, negotiating, and implementing programs with domestic and international investment managers/partners on an ongoing basis, (iv) substantial private equity accounting systems, including online database access to fund and portfolio company-level valuations and cash flows, (v) sufficient staffing and information technology ("IT") capabilities for back office and analytical functions to meet the WSIB's current and future needs, and (vi) the ability to analyze and display manager/partner portfolio company and performance data provided by managers/partners during due diligence in a standardized format. The Contractor will provide the WSIB several distinct services, but will have no discretionary authority with respect to making investment commitments on behalf of the WSIB.

Consulting services include, but are not limited to, providing: specialty consulting concerning the private equity asset class, sub-asset allocation recommendations, portfolio commitment pace modeling, review and analysis of market trends and conditions, discussion and analysis/implementation of industry standards, performance benchmarks, review of partnership activities, assessment of partnership performance, and other related areas. It covers both domestic and international investment opportunity identification (including secondary opportunities), detailed due diligence and discussion with WSIB staff, as well as written investment recommendations to both staff and the Board. In cases where staff has not received delegated authority from the Board for a

particular investment through the annual planning process, the consultant will make an oral presentation of the respective recommendation to the WSIB’s Private Markets Committee or Board.

The private equity consultant will provide non-conflicted, high-level expert advice leading to commitments in private equity, and consult on the management of the overall private equity portfolio. At the WSIB, the private equity consultant works for the Board, and with staff. The consultant provides the Board with an independent recommendation that may or not agree with staff recommendations on investments and the portfolio. The form of these investments has historically been in limited partnerships interests, but may include secondary, direct, or co-investments.

1.5 Overview of the Organization

The WSIB is a public agency of the state of Washington, with offices located in Olympia and Seattle, Washington established to manage the state’s investment activity. The WSIB manages investments for 17 separate pension plans (defined benefit as well as defined contribution) for public employees, teachers, school employees, law enforcement officers, firefighters, and judges. This includes the Deferred Compensation Program (IRC §457) to supplement other employee retirement benefits. The WSIB investment programs include both qualified (IRC §401(a)) retirement programs and non-qualified programs. To learn more about the WSIB, and to inform your response and to aid in preparation of your answers to the questionnaire, please visit the WSIB Website at www.sib.wa.gov.

Many of the assets of the retirement fund are invested together through a comingled fund. As of December 31, 2019, the value of the Commingled Trust Fund (CTF) was \$114.3 billion. The CTF is invested in five basic asset classes: Public Equity, Fixed Income, Private Equity, Real Estate, and Tangible Assets.

The WSIB also manages investments for 20 other public funds that support or benefit industrial insurance for injured workers and their employers, funds to benefit schools, colleges and universities, Guaranteed Education Tuition (GET) program, the Developmental Disabilities Endowment Fund, and the Washington State Opportunities Scholarship program (WSOS).

Total assets under management as of December 31, 2019, were approximately \$147.4 billion. The current asset allocation of the CTF, both target and actual, as of December 31, 2019, is set forth in the following table:

	December 31, 2019	Long Term			Actual Asset Allocation	
	Asset Class Balances (000s)	2019 Target	Target	Range	By Asset Class	With Overlay
Fixed Income	\$ 22,584,910	22.10%	20.00%	4.00%	19.75%	21.22%
Tangible	5,890,059	5.90%	7.00%	2.00%	5.15%	5.15%
Real Estate	20,945,225	17.00%	18.00%	3.00%	18.32%	18.32%
Public Equity	38,415,893	32.20%	32.00%	5.00%	33.60%	33.69%
Private Equity	24,467,639	22.80%	23.00%	4.00%	21.40%	21.40%
Innovation	189,598	0.00%	0.00%	5.00%	0.17%	0.17%
Cash	1,840,221	0.00%	0.00%	3.00%	1.61%	0.05%
Total CTF	\$ 114,333,545					

As noted above, the WSIB holds private equity investments in approximately 240 funds. These funds are from approximately 80 different general partners (GPs), including approximately 45 active relationships. The WSIB will typically have active relationships with 40-50 general partners at a given point in time. Active WSIB general partner relationships are those expected to receive future commitments.

The number of private equity commitments has varied over the past five years, from a high of 18 in 2019, to a low of 11 in 2015 (yearly breakdown: 2019 – 18, 2018 – 17, 2017 – 17, 2016 – 12, and 2015 – 11). These figures include new relationships and re-investment opportunities with existing general partners.

Staff has delegated authority for funds raised by existing GP relationships that follow the same strategy and are part of the Board approved annual plan, whereas new GP relationships or funds that follow a substantially different strategy are presented to the Private Markets Committee and the Board for approval. As part of this process, WSIB staff and staff from the private equity consultant present these new opportunities at the Private Market Committee meeting in person. It is estimated that the number of these new opportunities will typically range from zero to four per calendar year. Opportunities for which staff have received delegated authority do not require an in-person presentation by the private equity consultant.

SECTION 2: STATEMENT OF WORK

2.1 Scope of Work

The scope of these assignments is to provide private equity consulting services for the private equity program of the WSIB, as well as occasional due diligence work for other asset classes on an hourly fee basis. The goal is to ensure that the WSIB will have timely access to expert management-level consultant expertise on diverse private equity investment issues and to ensure that the investments are following applicable policy and procedures, whether currently held or added in the future, for which the WSIB holds investment management responsibility.

2.2 Services to be Provided and Assignment of Work

The WSIB is seeking a firm that will perform all duties with reasonable care, skill, prudence, and diligence under the circumstances then prevailing, that a prudent investor, acting in like capacity and familiar with such matters, would use in the performance of similar services, all in accordance with the applicable federal and state law, and WSIB policies, guidelines, and procedures and services and deliverables set forth below and as specified in the required elements of this RFP. The firm selected will have no discretionary authority with respect to making investment commitments on behalf of the WSIB. The firm selected may also occasionally be asked to perform project work for other asset classes under a project work order, for an additional hourly rate. It is anticipated that most of the due diligence projects will focus on opportunities with a structure comparable to that of a private equity fund like a private debt fund or similar prospects, and most if not all will be for the Innovation portfolio.

The WSIB will hire a best-in-class private equity consulting firm. The services contemplated cover specialty consulting for the private equity asset class; sub-asset allocation recommendations; portfolio commitment pace modeling; and review of market trends and conditions, industry standards,

performance benchmarks, and other related areas. It also covers domestic and international investment opportunity identification (including secondary opportunities), detailed due diligence, written investment recommendations, and oral presentation of recommendations to the Private Markets Committee or Board.

GENERAL CONSULTING SERVICES

- A. Provide advice, information, and analysis as to private equity market conditions, opportunities, and trends.
- B. Conduct research and analysis and prepare comprehensive written and oral advice on specific investment issues, as well as conduct special projects or other activities as requested.
- C. Complete proactive, ongoing research on the private equity market and provide written reports to the WSIB Investment Staff.
- D. Assist in the development of portfolio construction, sub-asset allocation guidelines, and private equity asset class investment planning and policy.
- E. Assist WSIB Investment Staff in the development of an annual private equity commitment plan with supporting analysis.
- F. Assist in the development and maintenance of pacing models used to achieve and maintain the Board's allocation target for the private equity asset class.
- G. Coordinate with other WSIB investment consultants and managers.
- H. Attend and participate in meetings with WSIB Investment Staff in order to provide advice and counsel on matters relating to the private equity program and WSIB private equity general partners, as requested.
- I. Assist, where necessary, in actions to protect the WSIB's investments in the Private Equity asset class.
- J. Advise the Board, in writing, on matters requiring action by the Board or the Executive Director.
- K. On a quarterly basis, prepare written updates and analysis on current trends and the status of the private equity markets and the WSIB private equity portfolio.
- L. Attend WSIB Board meetings to present private equity market updates and respond to questions, if requested.
- M. Provide additional analysis of the private equity industry, individual managers, and the WSIB's portfolio as requested.
- N. As available and needed, provide occasional due diligence services and conduct special projects for asset classes other than private equity, on a project work order basis and for an hourly fee. It is anticipated this will be no more than three or four projects per year.

DEAL SOURCING, DUE DILIGENCE AND INVESTMENT RECOMMENDATION SERVICES

- A. Maintain a keen awareness of current and relevant activities and events in the private equity market place, including detailed knowledge of trends in terms and conditions in limited partnership agreements (LPAs).
- B. Identify, classify, and log investment opportunities. Provide written reports to the WSIB Investment Staff with details on these activities, on a quarterly basis or as requested.
- C. Develop and coordinate investment opportunities with the WSIB Investment Staff.

- D. Provide preliminary screening of investment proposals; including, but not limited to, the following activities:
 - i. Evaluate compliance with investment policy;
 - ii. Analyze and discuss with WSIB Investment Staff potentially qualifying investments' fit with the portfolio's sub-asset allocation plan and the availability of funds for commitment to the private equity asset class; and
 - iii. Preliminary due diligence.
- E. For investment opportunities identified through the preliminary screening process that merit further review, perform the complete due diligence process including, but not limited to, the following:
 - i. Review limited partnership agreements and provide a written analysis of the business considerations.
 - ii. Conduct in-depth analyses and detailed due diligence, including background checks and reference checks on prospective general partners, and personal interviews with general partners and associates.
 - iii. Prepare and provide detailed quantitative analysis of historical fund performance, including benchmarking of funds.
 - iv. Provide completed investment recommendations to the WSIB Internal Investment Committee. All such recommendations will include a listing of transaction merits and concerns, as well as a detailed performance analysis and evaluation of the partner's / manager's senior team.
 - v. Present, in person, as well as in writing, to the Private Markets Committee and/or the Board the completed, comprehensive investment recommendations for non-delegated investment opportunities.
- F. While WSIB Investment Staff negotiates terms and conditions directly with GPs, the consultant is expected to support the WSIB's position.
- G. Provide written letters of recommendation to WSIB Investment Staff regarding signing limited partnership agreements, subscription agreements, and other documents as needed.
- H. Review and recommend a course of action on all partnership document amendments, consents, waivers or other legal actions. Provide recommendation letters to WSIB Investment Staff on a timely basis.
- I. Work with WSIB Investment Staff to evaluate and classify WSIB's existing private equity investment managers on an annual basis.
- J. Using a standardized intake form, provide WSIB Investment Staff with the manager/partner portfolio company and performance data provided by managers/partners during due diligence.
- K. Opportunistically recommend the purchase of limited partnership interests through secondary or secondary-like market transactions. Services to be provided include: sourcing, evaluation, due diligence, pricing, structuring, and negotiation of terms and conditions. Secondary investment opportunities will be discussed with WSIB Investment Staff prior to completing a detailed evaluation and Contractor will be required to complete no more than three detailed evaluations and recommendations per year under this scope of services.

2.3 Contract Management

The WSIB's Senior Investment Officer for Private Equity, Tom Ruggels, will be designated as the WSIB's Contract Manager for the contract resulting from this procurement. The Contract Manager will be responsible for:

- Clarifying with the Contractor the expectations of the WSIB and how the WSIB envisions the relationship working on a day-to-day basis.
- Providing overall direction and planning.
- Monitoring Contractor progress against contractual commitments and approving payment.
- Designating specific WSIB staff as Project Manager for day-to-day liaison with Contractor on specific projects.
- Requesting status reports with Contractor as needed.

SECTION 3: OFFEROR QUALIFICATIONS

3.1 Mandatory Minimum Qualifications

As of January 1, 2020, an Offeror must satisfy the minimum requirements as outlined below in order to be evaluated as part of this procurement:

- The Offeror must possess the systems, expertise, and staff sufficient to provide all of the services detailed in the "Statement of Work" section in a satisfactory and timely manner.
- The Offeror must be able to provide professional-grade, double-checked and accurate work product.
- The proposed key individual professionals and the organization as a whole must not have, nor could they potentially have, a material conflict with the WSIB.
- The Offeror must be able to maintain as secure and confidential all information concerning the business of the WSIB, its financial affairs, relations with its clientele and its employees, and any other information which may be specifically classified as confidential by the WSIB in writing.
- The Offeror must have the ability to ensure that any personal information collected, used, or acquired in connection with the system shall be used solely for appropriate purposes. Offeror must have sufficient security in its systems to prevent the release, disclosure, publishing, transfer, or sale to unauthorized persons of personal information without the express written consent of the WSIB or as otherwise provided by law. Offeror must have the demonstrated ability to implement physical, electronic, and managerial safeguards to prevent unauthorized access to personal information.
- The Offeror must accept the form of the written contract supplied by the WSIB. The Offeror must have the approval of their legal representative to the sample contract format set forth as [Exhibit "I"] prior to submittal of a response, or provide a Word document redline markup of any changes that will be required. Offerors should understand that ability to agree to a contract will be considered as part of the evaluation process, and should plan accordingly.
- Must have at least three (3) pension or other major institutional fund clients, each with a private equity portfolio with a market value of \$3.0 billion or more as of December 31, 2019. At least one of these clients must be a public pension plan.
- The Offeror must agree in writing to serve as a fiduciary with respect to its work.

- The Offeror must designate a senior private equity consultant with a minimum of ten (10) years private equity-related investment experience to be the primary point of contact and work extensively on the WSIB account. The designated senior private equity consultant will be expected to quickly become thoroughly knowledgeable about and remain up-to-date with the WSIB private equity portfolio, provide clear and cogent portfolio reports, and attend specified meetings.
- The primary consultant must have available and commit sufficient amount of his or her time to provide superior quality work while meeting all timelines established by the WSIB Staff.

3.2 Desired Qualifications

The WSIB particularly seeks Offerors who can provide, in addition to the mandatory minimum qualifications, the following desired qualifications:

- The ability to provide the WSIB with a web-based, dynamic information portal that includes customizable analytic capabilities for the WSIB's portfolio, a document depository with collaborative capabilities, and other analytical capabilities / functionalities.
- A dedicated database manager / analytics contact for the software solution defined above.
- Additional mid-level professionals that are sufficiently dedicated to the WSIB's account to be able to provide accurate and timely analytical and reporting capabilities on the WSIB's investment mandate.

Offerors who meet these desired qualifications should provide sufficient detail in their response to allow WSIB to determine their sufficiency.

SECTION 4: GENERAL INFORMATION

4.1 Definitions

- "Apparently Successful Offerors" or "Successful Offerors" means the Offerors selected by the Washington State Investment Board (WSIB) as entities qualified to perform the anticipated services.
- "Business Day" means any day of the week other than Saturday, Sunday, or a holiday observed by the State of Washington or the Federal Reserve Board.
- "Contract" means the Contract awarded to an Offeror.
- "Contractor" means a private equity consultant awarded an Optional-Use Contract through this RFP.
- "Executive Director" means the agency employee authorized by RCW 43.33A.100, who serves as the senior executive of all staff operations.
- "Offeror" means an entity intending to submit or submitting a response to obtain a Contract.
- "Response" means all information submitted in reply to this RFP, including any additional information requested by or provided to the WSIB.
- "RFP" means this Request for Proposal, any addendum or erratum thereto, or Offeror's written questions and the respective answers, and any related correspondence that is addressed to all Offerors.

- “WSIB” means the Washington State Investment Board, described in RCW 43.33A.020 and staff authorized by RCW 43.33A.100. It may also be referred to as “Board” or “Agency” in this RFP.

Additional contract definitions are provided in Exhibit E, on page one of the Attachment A General Terms and Conditions of the Sample Contract.

4.2 Compensation and Payment

The compensation for providing services and advice to the private equity asset class under this RFP shall be based on a flat fee provided in the Offeror’s proposal and based on the flat fee identified in the resulting contract. The services detailed in the “Services to be Provided” section of this RFP are the basis for the proposed fee. Front loading of fees is not permitted. In no case will the contract fee be higher than the fee contained in the proposal. The fee proposed by the Offeror shall be maintained for the full term of the contract. All expenses from responding to this procurement must be included in the proposed fees and affixed accordingly.

Any projects, due diligence or otherwise, provided to asset classes other than private equity will be on a project work order basis and the Offeror will be paid an hourly rate. The hourly rate bid must be an all-inclusive rate, and be maintained for the full term of the contract.

4.3 Expected Time Period for Contract

The period of any contract for services resulting from this RFP is scheduled to begin on or about January 1, 2021, and to run through December 31, 2026. The contract will include a five-year extension at the sole discretion of the WSIB.

4.4 Eligibility to Compete

To eliminate potential conflicts, the WSIB does not generally hire entities that wish to provide both investment management as well as consulting services to the WSIB. Therefore, any firm which, either as a parent company, subsidiary, or affiliate, is currently providing investment management services for the WSIB, may not compete in this RFP. The firm(s), or any subsidiary, affiliate or parent company thereof, selected as a result of this RFP may not compete during the term of the resulting contract, and any extensions thereto, in any subsequent WSIB procurement, the main purpose of which is to hire a firm or firms for investment management services.

SECTION 5: INSTRUCTIONS FOR COMPLETING AND SUBMITTING BIDS

5.1 Board Contact

The RFP Coordinator is the sole point of contact at the WSIB. All communications to the WSIB are to be directed in writing to Contracts@sib.wa.gov. Contact not previously authorized by the RFP Coordinator with other WSIB staff or Board members regarding this procurement after issuance of this RFP may disqualify the Offeror.

WASHINGTON STATE INVESTMENT BOARD
 ATTN: PHIL BRADY, RFP Coordinator
 2100 EVERGREEN PARK DRIVE SW, P.O. BOX 40916
 OLYMPIA, WA 98504-0916
 TELEPHONE: (360) 956 – 4748
 E-MAIL: Contracts@sib.wa.gov

5.2 Intent to Respond and Questions

A Letter of Intent to Respond in the format of Exhibit A attached hereto and any questions regarding this RFP must be in writing and must be received by email at Contracts@sib.wa.gov by 4:30 p.m. Pacific Daylight Time on April 24, 2020. The Letter of Intent to Respond must include an authorized signature. Letters of Intent to Respond are used to determine how many responses the WSIB can expect in order to plan schedules. Non-submittal of a Letter of Intent to Respond and Questions does not preclude the Offeror from submitting a Proposal or consideration of the Proposal.

The RFP Coordinator will respond to all questions in writing and post responses on the WSIB website at www.sib.wa.gov for retrieval and review. Offerors are encouraged to check the website frequently for this posting. It is incumbent on an Offeror to obtain this information once posted to ensure their response is truly responsive.

5.3 Schedule of Procurement Activities

EVENT	DATE
ADVERTISE SEARCH	ON OR ABOUT April 6, 2020
RELEASE RFP	ON OR ABOUT April 6, 2020
OFFEROR'S LETTER OF INTENT AND WRITTEN QUESTIONS DUE	4:30 PM PDT April 24, 2020
POST RESPONSES TO WRITTEN QUESTIONS ON THE WSIB WEBSITE	ON OR ABOUT May 1, 2020
PROPOSALS DUE	4:30 PM PDT FRIDAY, MAY 29, 2020
EVALUATION OF PROPOSALS	June 2020
PHONE INTERVIEWS (IF NECESSARY)	JULY 1-24, 2020
NOTIFY AND SET UP FINALIST INTERVIEWS	ON OR ABOUT July 24, 2020
COMPLETE FINALIST INTERVIEWS (AS REQUIRED)	NO LATER THAN AUGUST 14, 2020
DETERMINE AND NOTIFY APPARENTLY SUCCESSFUL OFFEROR	ON OR ABOUT August 14, 2020
PRIVATE MARKETS COMMITTEE PRESENTATION	SEPTEMBER 3, 2020

<i>APPROVAL BY WSIB BOARD</i>	<i>SEPTEMBER 17, 2020</i>
<i>CONTRACT NEGOTIATIONS</i>	<i>NOVEMBER - DECEMBER 2020</i>
<i>CONTRACT BEGINS</i>	<i>ON OR ABOUT JANUARY 1, 2021</i>

5.4 Procurement Modification

The WSIB reserves the right to change the Schedule or modify any part of the RFP process by issuance of an addendum to all participating Offerors. The WSIB also reserves the right to cancel or reissue the RFP in whole or in part, and for any reason, at the sole discretion of the WSIB at any time prior to execution of a contract. In the event it becomes necessary to revise any part of the RFP, addenda will be posted on the WSIB web site. Offerors are advised to check the site regularly prior to the due dates.

5.5 Procurement Instructions

5.5.1 Submitting Responses

Please send an electronic copy of your response to contracts@sib.wa.gov. The response should be in Adobe Portable Document format (.pdf) with an available text layer (i.e., not flattened into an image). Please do not submit responses as an Adobe portfolio or in any locked format.

The completed electronic version of your RFP response must be delivered by 4:30 PM PT on May 29, 2020. Earlier responses are welcome, and any Response delivered after the deadline will not be considered.

If your Response contains information you consider confidential and proprietary, please mark it such and include a second electronic version with your Response labelled “Copy for Reproduction” with the confidential portions redacted or omitted. Delete only sections of “confidential” information, not the entire page, unless the entire page can be defended as confidential. This electronic version will be used as the basis of a response to any Public Records Requests made for a copy of your Response. Where sections of confidential information have been deleted in this electronic version, insert this parenthetical text: “(CONFIDENTIAL INFORMATION REMOVED)” in at least 24-point type and bold. Please secure this electronic version of the “Copy for Reproduction” in a manner that will still allow the WSIB to copy the protected electronic file onto its servers, but will not allow editing of the information, nor allow access to redacted materials or information. In addition to the “copy for reproduction,” please identify those portions that are claimed as confidential in a response transmittal letter pursuant to sections 5-6. Those Responses not marked “Confidential” are subject to full disclosure under the state Public Records laws, as will be any Responses marked “Confidential” in their entirety.

WSIB reserves the right to retain all Responses and accompanying documentation submitted and to use any ideas contained in Responses regardless of whether that Response is selected. Responses retained shall become the property of WSIB and will not be returned. Submission of a Response constitutes acceptance of all conditions contained in this RFP, unless clearly and specifically noted in the Response submitted and confirmed and expressly accepted in the subsequent contract between the firm and WSIB.

5.5.2 Information and Format Requirements

All of the conditions set forth in this section must be included, and addressed thoroughly and completely by the Offeror before the WSIB will accept a Response to this RFP.

When responding to this RFP, we encourage you to describe the ways in which you believe your organization's service is unique or would add particular value to the WSIB. Please be succinct in your answers and, if certain services cannot be provided, please so state when appropriate. Responses must include answers to all questions, comply with all requests for information to permit evaluation, and should include bookmarks and section titles separating the following parts:

SECTION 1: GENERAL INFORMATION

Complete and include the General Information and Contact Sheet attached as part of Exhibit C by providing the following information:

- Name, mailing address, phone number, and fax number of legal entity with whom the contract is to be written.
- Name, mailing address, phone number, fax number, and e-mail address of primary contact.
- Name, mailing address, and phone number(s) of principal officer(s).
- Legal status of organization (e.g., sole proprietorship, partnership, corporation, etc.).
- Federal employer identification number.
- Washington State Department of Revenue Registration Number (UBI number) if applicable.
- The location of the facilities from which the Offeror will provide services under any Contract.

SECTION 2: QUESTIONNAIRE

Offerors should complete and include the Questionnaire attached as part of Exhibit C with all appendices, including public pension fund references. The RFP and exhibits are available at the WSIB website www.sib.wa.gov and should be downloaded for preparation of your response. Offerors are encouraged, but not required, to use the forms provided as exhibits to the RFP. Please note that additional sheets will be necessary to adequately respond to the Questionnaire, Exhibit C. In those instances when the form provided is not used for your Response, type and number each question. If other exhibit forms attached hereto are not utilized for responding, it is nevertheless mandatory that the same format be retained when drafting your proposed approach to accomplishing the services to be provided in the Scope of Work, 2-1, and Services to be Provided, 2-2, in this RFP.

SECTION 3: FEE PROPOSAL

Use the format included as part of Exhibit C for your fee schedule proposal. The fees proposed must include attendance costs and the cost of lodging, meals and refreshments provided at any client conferences offered by the contractor and attended by WSIB staff or Board members.

SECTION 4: MINIMUM QUALIFICATIONS COMPLIANCE CERTIFICATE (EXHIBIT B ATTACHED HERETO).

Utilizing the format of Exhibit B, with supplemental pages as needed, please set forth a full explanation of how each mandatory minimum qualification is met by your firm. A conclusory assertion that a mandatory qualification is met is not sufficient.

SECTION 5: OFFEROR WARRANTIES

The Certifications and Assurances form, Exhibit D, must be signed by the president, chief executive officer, or other person with authority to bind a corporation; the managing partner of a partnership; the proprietor of a sole proprietorship; or all members of a joint venture; and included in the Offeror's bid.

SECTION 6: SUPPLEMENTAL INFORMATION

Each Offeror may present any supplemental information which the Offeror deems appropriate, as long as each copy of the RFP Response contains such supplemental information. The Offeror may also provide supporting documentation, as necessary, for evaluators to determine relevance and value. If Offeror meets the desired qualifications, it should explain how it does and provide supporting documentation of those capabilities.

SECTION 7: PROOF OF INSURANCE

Once selected for a contract, an Apparently Successful Offeror must, at its own expense, obtain insurance coverage which shall be maintained in full force and effect during the term of the Contract. The Apparently Successful Offeror shall furnish evidence in the form of a Certificate of Insurance, and a copy shall be forwarded to the Agency within fifteen (15) days of the notification as the Apparently Successful Offeror for the following applicable insurance:

- Commercial general liability insurance
- Professional liability insurance
- Excess/Umbrella liability insurance
- Fidelity bond
- Director's Fiduciary

A Contract with an Apparently Successful Offeror will not be executed until insurance coverage as set forth in the Optional-Use Contract, Exhibit E has been verified.

5.6 Proprietary Information

All material submitted in Response to this RFP shall become the property of the WSIB. Such material is subject to public disclosure requests pursuant to Washington's Public Records Act, found in chapter 42.56 RCW, as well as pursuant to rules promulgated by the WSIB, in chapter 287-02 Washington Administrative Code (WAC) and cases decided by Washington courts. The WSIB's public records policy may be viewed at: www.sib.wa.gov/boardandcommittees/policies/2_00_250.pdf

All submissions will be treated as confidential and exempt from public disclosure until the Successful Offeror(s) resulting from this RFP, if any, is announced by the WSIB. Thereafter, submissions are subject to public disclosure, unless material has been properly designated as confidential and satisfies one of the exemptions from public disclosure under Washington laws.

The materials submitted by the Apparently Successful Offeror will be attached to the resulting Optional- Use Contract and incorporated therein by that attachment. In general, unless particular material has been properly designated as confidential and exempt from public disclosure under Washington laws, such materials will be deemed public records and subject to public disclosure requests.

In the event that an Offeror desires to claim portions of their response as exempt from disclosure under the provisions of Washington's laws, as noted above, it is incumbent upon that Offeror to clearly identify those portions which are claimed as confidential in a response transmittal letter and to provide a "Copy for Reproduction" as noted in section 5.5.1. The transmittal letter must identify the page and particular exemption(s) from disclosure upon which it is making its claim. The generally available exemptions from public disclosure are noted in the WSIB's public disclosure policy, which may be accessed at the WSIB's web pages at the address noted above. Designating the entire response as confidential or proprietary information is not acceptable and will not be honored, and it may subject the offeror's response to being rejected for not being responsive.

The WSIB will consider all requests for exemption from disclosure; however, the agency will make a decision predicated upon RCW 42.56.210-.480 and the current WSIB Public Records Policy. In so doing, the WSIB will exercise good faith in responding to requests for public disclosure of public records, will not discriminate between persons requesting records, and will protect legitimate confidentiality interests.

If any of the specifically requested information is marked as "confidential" in the response but in the opinion of the WSIB does not conform to any one of the enumerated exemptions from disclosure in RCW 42.56.210-.480, such information will not be made available until at least five (5) business days after the affected Offeror has been notified that the information has been requested, to permit the Offeror an opportunity to contest the public disclosure request.

Should a successful Offeror obtain a court order from a Washington State court of competent jurisdiction prohibiting disclosure of parts of its Response prior to the execution of the Contract incorporating the same, the WSIB will comply with the court order. The burden is upon a successful Offeror to evaluate and anticipate its need to maintain confidentiality and to proceed accordingly.

If the affected Offeror has undertaken proceedings within the timeframe to obtain a court order restraining the WSIB from disclosure of the "confidential" information within those five (5) days, the WSIB will not disclose such information until resolution of the court proceeding. Upon failure to make application for judicial relief within the allowed period, the information will be disclosed.

It should be noted, however, that time is of the essence in this solicitation process. Although the WSIB will work in good faith to accommodate legal proceedings concerning confidential information, a delay in execution of the Contract to accommodate a petition to the courts might not be possible or might not be granted.

5.7 Records Retention

After the date of the announcement of the Apparently Successful Offerors, the WSIB will retain all products of information received under this procurement in accordance with state record retention laws.

5.8 Preparation and Travel Costs

Expenses for the development and submission of required information are the sole responsibility of the Offeror(s). The WSIB will not be liable for any costs associated with preparation and submission of information submitted in response to this RFP.

The Offeror assumes responsibility for their personnel's travel and associated costs as they relate to this RFP. These costs must be considered in the cost of the fees that will be proposed.

5.9 Response Evaluation

5.9.1 Evaluation Process

The evaluation of each Offeror will be based upon the completeness of the response, the appropriateness of the candidates' qualifications to meet the WSIB's investment professional needs, approach to engagement, cost of services, quality of previous performance, any subsequently requested materials, and interviews which may be utilized in selecting the winning proposals. Proposals will be reviewed by evaluators who are representatives of the WSIB. The evaluators will select the Apparently Successful Offeror(s) based on the evaluation of each proposal. Firms recommended by the evaluation panel will appear for finalist interviews with the WSIB's Private Markets Committee at its September 3, 2020, meeting. Thereafter, the recommendation of the Private Markets Committee will be presented to the full Board for ratification at its September 17, 2020, meeting.

The WSIB reserves the right, at its sole discretion, to reject for any reason, without penalty, any and all proposals received. The final selection, if any, will be the proposal which, in the opinion of the WSIB, best meets the requirements set forth in this RFP and is in the best interest of the WSIB and the state of Washington.

The selection will be accomplished through the following process:

1. Initially, the WSIB will review each proposal for compliance with RFP mandatory requirements for responsiveness. Non-responsive proposals will be rejected from further consideration. The WSIB will make the final determination on all proposal rejections.

2. The WSIB will then evaluate the accepted proposals against the minimum mandatory qualifications contained in this RFP. Noncompliant proposals will be rejected from further consideration.
3. Those RFP responses meeting the minimum mandatory qualifications will then be evaluated by the WSIB evaluation team against the items shown in the “Evaluation Criteria” section, assigning a numeric score for each of the criteria. The score for each evaluator for each criterion will then be totaled and then divided by the number of evaluators to achieve a total evaluated score for the proposal. This total evaluated score will be used to determine the finalists to be selected for final interviews

Through this process, the evaluators will identify the proposal that is the best fit to the WSIB based on requirements stated in this RFP, using the evaluation criteria and weights as described in the “Evaluation Criteria” section.

5.9.2 Evaluation Criteria

The following criteria and relative weight will be used by the evaluators to score each written proposal for the selection of the Apparently Successful Offeror:

<i>Criteria</i>	<i>Percentage</i>
Organizational Structure, Stability and Staffing	25%
Private Equity Market Knowledge, Research, Portfolio Strategy, and Commitment Pacing Capabilities	20%
Private Equity Deal Sourcing, Due Diligence, Analytical, and Investment Recommendation Capabilities.	35%
Fees	20%
TOTAL POINTS	100%

5.9.3 Oral Interviews and System Demonstration

The WSIB may choose to conduct oral interviews for final selection of Contractors. Interviews may be conducted in-person (either at WSIB’s offices or the Offeror’s) or by telephone at WSIB’s discretion. The oral presentations will be evaluated to develop a consensus decision of the Offeror to be recommended for Public Market Committee and Board action.

For all interviews, the evaluation will be based on the technical criteria specified in this RFP (e.g., organization, experience and expertise, quality and innovativeness of advice, quality of research, fees, etc.), plus these additional factors:

- The cohesiveness of the oral presentation.
- Consistency between the oral interviews and the firm’s written bid.
- Reference checks, focusing on past performance (including the WSIB’s experience, if applicable) and the firm’s ability to:
 - Provide quality consultancy services.
 - Work well with the Board and staff.

- Respond to special requests.
- The firm's responsiveness during the interview process.

5.10 Addenda to the RFP

In the event that it becomes necessary to revise any part of this RFP, an addendum or erratum in numerical sequence will be provided to all Offerors who have indicated an intention to submit a response and will be posted on the WSIB's website.

5.11 Submission Limit

After submission, Offerors will not be allowed to amend the information submitted unless specifically asked to by WSIB staff.

SECTION 6: WSIB RIGHTS

6.1 Information Clarifications/Rejections

Determination of clarity and completeness in the Responses to any of the provisions in this RFP will be made solely by the WSIB. The WSIB reserves the right to require clarification, additional information, and materials in any form relative to any or all of the provisions or conditions of this RFP.

The WSIB reserves the right to reject any or all Responses at any time prior to the execution of a contract acceptable to the WSIB, without any penalty to the WSIB.

6.2 Contract Award

The WSIB intends to award a contract to the Apparently Successful Offeror(s) with the best combination of attributes based on the evaluation criteria listed in the "Bid Evaluation Criteria" Section 5.9.2 of this RFP.

The WSIB reserves the right to make an award without further discussion of the Response submitted. Therefore, the Response should be submitted initially on the most favorable terms which the Offeror can propose. There will be no best and final offer procedure. The WSIB does reserve the right to contact an Offeror for clarification of its Response.

The Offeror should be prepared to accept this RFP for incorporation into a Contract resulting from this RFP. Contract negotiations may incorporate some or all of the Offeror's entire Response. It is understood that the Response will become a part of the official procurement file on this matter without obligation to the WSIB.

Should the WSIB fail to negotiate a Contract with an Apparently Successful Offeror, the WSIB reserves the right to negotiate and contract with the next most qualified Offeror.

6.3 Publicity

No informational pamphlets, notices, press releases, research reports, and/or similar public notices concerning this project may be released by the Apparently Successful Offerors without obtaining prior written approval from the WSIB.

6.4 Waivers

The WSIB reserves the right to waive specific terms and conditions contained in this RFP.

It shall be understood by Offerors that the information provided is predicated upon acceptance of all terms and conditions contained in this RFP, unless the Offeror has obtained such a waiver, in writing, from the WSIB prior to submission of any requested information. Any waiver, if granted, will be granted to all Offerors.

SECTION 7: MISCELLANEOUS TERMS AND CONDITIONS

7.1 Successful Offeror Notification

On or about the date specified in Section 5.3, “Schedule of Procurement Activities,” of this RFP, a letter indicating whether the Offeror was selected as an “Apparently Successful Offeror” will be emailed to each Offeror who submitted a Response, in accordance with the procedures specified in this RFP.

7.2 Right to Protest, Determination of Timeliness, and Protest Procedures

Any actual Offeror who is aggrieved in connection with the procurement or award of a contract may protest, in writing, to the Legal Department of the WSIB. Only protests identifying an issue of fact concerning a matter of bias, discrimination or conflict of interest, or non-compliance with procedures described in the procurement document or agency policy shall be considered.

Offerors protesting this procurement solicitation or award shall follow the procedures described herein. Protests that do not follow these procedures shall not be considered. This protest procedure constitutes the sole administrative remedy available to Offerors under this procurement.

Upon exhaustion of this remedy, no additional recourse is available within the WSIB. Chapter 34.05 RCW, Administrative Procedures Act (APA), does not apply to this procurement.

All protests must be in writing and signed by the protesting party or an authorized agent. The protest must state all facts and arguments on which the protesting party is relying. All protests shall be addressed to the Washington State Investment Board, Legal Department, and the RFP Coordinator.

7.2.1 Contents of Protest

To expedite handling of protests, the envelope should be labeled “Protest.” The written protest shall include, at a minimum, the following:

- The name and address of the protester.
- The appropriate identification of the procurement, including contract number if a contract has been awarded.
- A statement of reason(s) for the protest.
- Any supporting exhibits, evidence, or documents to substantiate any claims unless not available within the filing time, in which case a descriptive title of the document and its expected availability date shall be indicated.

If a protest may affect the interest of any Offeror(s), such Offeror(s) will be given an opportunity to submit its view and any relevant information on the protest to the WSIB Contracts Office.

7.2.2 Types of Protest

- Protests of the RFP documents or processes must be received by the WSIB Contracts Office no later than 3:00 p.m., Pacific Daylight Time five (5) business days prior to the date Responses are due. Filing of a protest about the RFP does not entitle the protesting party to an extension of time for submitting its Response.
- If the protest is for rejection of an Offerors' submitted Response, the protest must be received by the WSIB Contracts Office no later than 3:00 p.m., Pacific Daylight Time on the fifth business day following Offeror's receipt of the notice of rejection, whether oral or written, or the announcement of the Apparently Successful Offeror(s), whichever occurs first. Only those who are eligible to submit a Response under the criteria established for the particular procurement involved may protest the rejection of submitted information.
- If the protest is regarding the award of a contract to an Apparently Successful Offeror under this RFP, the protest must be received by the WSIB Contracts Office no later than 3:00 p.m., Pacific Daylight Time on the fifth business day following the date of the notification of Apparently Successful Offeror letter, outlined in Section 7.2 of this RFP. Only those who have submitted a valid bid under the criteria established for this particular RFP may protest the award of a contract.

Upon receipt of a protest, a protest review will be held by the chief financial officer (CFO) to review the RFP process utilized. This is not a review of Responses submitted. The review is to ensure agency policy and procedures were followed, all requirements were met, and all Offerors were treated equally and fairly.

The CFO will consider the record and all facts available and issue a decision within five (5) business days of receipt of the protest unless additional time is required. In which case, the protesting party will be notified by the CFO or the RFP Coordinator of the delay. The decision of the CFO will be final and conclusive.

7.3 Debriefing of Unsuccessful Offerors

Unsuccessful Offerors will be afforded a debriefing conference upon request. The request for a debriefing conference must be received by the RFP Coordinator within three (3) business days after mailing by WSIB of a notification to the unsuccessful Offerors. Discussion will be limited to a critique of the requesting Offeror's Response. Comparisons between Responses or evaluations of the other Offeror's Responses will not be allowed. Debriefing conferences may be conducted in person or by telephone/video conference and will be scheduled for a maximum of one hour. The debriefing conference must be held within thirty (30) days after mailing by the WSIB of notification to the unsuccessful Offerors.

7.4 Stay of Contract Execution During Protests

In the event of a timely protest, the WSIB may proceed further with the procurement but shall not execute the Contract unless the protest is decided or until the Executive Director or a designee makes a written determination that the award of the Contract without delay is necessary to protect substantial interests of the WSIB.

7.5 Entitlement to Costs

In addition to any other relief, when a protest is sustained and the protesting Offeror should have been awarded a Contract under the procurement but was not, then (except if the protesting Offeror is found to be substantially at fault) the protesting Offeror shall be entitled to its reasonable submission preparation costs, but not attorneys' fees or anticipated profits.

7-6 Minority & Women-Owned Business Participation

In accordance with the legislative findings and policies set forth in chapter 39.19 RCW, the state of Washington encourages participation in all of its contracts by firms certified by the Office of Minority and Women's Business Enterprises (OMWBE). Participation may be either on a direct basis in response to this solicitation or on a subcontractor basis. However, no preference will be included in the evaluation of proposals, no minimum level of MWBE participation shall be required as a condition for receiving an award and proposals will not be rejected or considered non-responsive on that basis. Any affirmative action requirements set forth in federal regulations or statutes included or referenced in the contract documents will apply.

7.7 General Contract Terms and Conditions

A contract may result between WSIB and the successful Offeror from this procurement process. Exhibit E of this RFP contains the special and general terms and conditions that shall be agreed to.

The submission of a response constitutes acceptance by the Offeror of the special and general terms and conditions.

The WSIB's intent is to have the sample contract accepted as presented without material changes. It is strongly recommended that your firm's legal counsel review the attached contract. If your firm is unwilling or unable to accept the terms of the contract set forth, you must identify your concerns in a cover letter that is to accompany your Certifications and Assurances, and must include a red-line markup of Exhibit F outlining proposed changes. However, WSIB reserves the right at its sole discretion to approve or disapprove changes to the contract.