

**FULTON COUNTY
DEFINED CONTRIBUTION PLAN**

REQUEST FOR PROPOSAL

**LEGAL SERVICES: COUNSEL TO DEFINED CONTRIBUTION
PLAN**

**RESPONSES DUE
SEPTEMBER 28, 2007**

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I. INTRODUCTION

General Information

Effective as of July 1, 1999, Fulton County (the “Employer”), adopted a defined contribution plan for the benefit of its employees (the “Plan”). The purpose of the Plan is to provide funds at retirement for the employees and, in the event of death, to provide funds for their beneficiaries all through an arrangement by which contributions are made to the Plan by Employees and the Employer.

The Plan is administered by the Administration Committee (the “Committee”), which has complete control of the Plan, with all powers necessary to enable it properly to carry out its duties as set forth in the Plan and the Trust Agreements.

The purpose of this Request for Proposals (“RFP”) is to allow the Committee to select one or more attorneys or law firm to provide services as legal advisor (“Plan Counsel”) to the Fulton County Defined Contribution Plan. The Committee anticipates that the selected attorney(s) or firm chosen will be offered the engagement for a period of three (3) years, commencing in October, 2007, which then may be extended for successive one year periods, solely at the Committee’s election. At the Committee’s election, however, such services may be terminated at any time.

Questions, if any, must be submitted to Tammy.Goebeler@fultoncountyga.gov by September 14, 2007 by 5:00pm. Interested attorney(s) or firm must provide complete but concise responses to this RFP and such responses must be received by the Committee no later than 4:00 p.m. local time on September 28, 2007.

II. SCOPE OF THE SERVICES

Set forth below is the description of the legal services to be provided by Plan Counsel to the Committee. This description is not intended to be comprehensive but is intended to provide general guidance as to the scope of services that Plan Counsel will be expected to provide. Offerors are advised that the scope of services will be considered to include, in addition to the services described below, all of those services understood by knowledgeable counsel to be reasonably necessary to satisfy the duties of such counsel.

Plan Counsel will be expected to keep abreast of and providing ongoing advice and counsel with respect to matters bearing upon the administration of the Plan and for which the attorney has been retained, and shall represent the Plan in all matters involving administrative or judicial proceedings before administrative bodies or Courts related thereto. Plan Counsel will be expected to prepare, on an as-needed basis, vendor contracts relating to the administration of the Plan

and the management of its funds; memoranda of advice on legal issues relating to administration of the Plan; administrative findings and conclusions as appropriate with regard to matters coming before the Plan Committee; and such other related materials as may be requested from time to time by the Plan Committee.

It is anticipated that the Plan Counsel will render approximately 11 hours per month in legal services to the Plan. Time spent in excess of eleven (11) hours in one month would be billed on an hourly basis. As such, all bids should be based on a base monthly retainer amount for the eleven (11) hours of service, and a hourly billing rate for each attorney and paralegal which will be providing services to the Plan for any incremental monthly legal services. Any special projects (such as litigation matters and research associated therewith) would be assigned and billed separately either on a flat fee or hourly basis to be determined by mutual agreement. Cost proposals are to be submitted separately from the technical proposal, sealed and clearly identified as such.

Specific Requirements:

Under the direction of the Plan Committee and Benefits Director, Plan Counsel shall:

- a) Attend all Fulton County Defined Contribution Plan Committee meetings, which are typically held quarterly, and provide such advice and assistance as may be needed.
- b) Reviewing written communications
- c) Providing legal interpretations of the Plan document
- d) Providing guidance in the application of law
- e) Preparing plan amendments
- f) Maintaining the Plan Documents in accordance with changes in law and changes in plan administration
- g) Legal research associated with any of these matters

III. SELECTION PROCESS

Each Offeror that would like to be considered must send one (1) original and (6) copies of its written response meeting the requirements of this RFP to:

Mr. Patrick O'Connor, Finance Director
Fulton County Defined Contribution Committee
141 Pryor Street, S.W., Suite 7001
Atlanta, GA 30303

All responses to this RFP must be received by the Committee prior to 4:00 p.m., on September 28, 2007, and should be marked "Response to Request for Proposals: Legal Services – Defined Contribution Plan Counsel". All responses

to this Request for Proposals must be signed by an authorized signatory of the Offeror's firm. The name, address, and telephone number of a single individual within the firm who will be the Committee's primary contact concerning the proposal must be included. All responses received after 4:00 p.m. on September 28, 2007, will be deemed non-responsive and will not be considered. Responses submitted by fax will not be permitted or considered.

IV. SELECTION CRITERIA

The Committee expects to select one or more attorneys or law firm as Plan Counsel pursuant to the criteria described below, based upon review of the responses to this RFP and oral interviews of attorneys and/or firms selected as a result of such review. Although cost will be a factor in selecting the firm to provide Plan Counsel Services, the Committee will not select an attorney or firm solely on the basis of the lowest cost proposed. The Committee will select the attorney(s) or firm it determines is best qualified to provide the necessary services.

In applying the criteria set forth, the Committee will place emphasis on the experience and ability of the particular attorney(s) designated to provide the legal services, rather than the law firm as a whole. The criteria set forth below (which are not listed in order of importance) will be considered in the selection process.

1. Experience and Past Performance. 15% of the points shall be given based on the Offeror's prior applicable experience and performance in advising clients with regard to retirement matters and institutional investment matters.
2. Knowledge and Experience in Related Fields. 15% of the points shall be given based on the Offeror's knowledge and experience with respect to employee benefits and securities law generally.
3. Qualifications of Key Personnel. 20% of the points shall be given based on the capability, experience and qualifications of key personnel; the availability and commitment to the Plan of such personnel and their continuity with the firm; the ability of such personnel to complete time sensitive transactions.
4. Understanding of Public Authorities. 15% of the points shall be given based on the knowledge and familiarity of the Offeror with respect to public authorities and plans.
5. Cost. 25% of the points shall be given based on the appropriateness and competitiveness of the cost proposal.

6. Local Preference. 10% of the points shall be given to local firms during the evaluation process. (See Section V. 4.)

V. FORMAT OF RESPONSE

1. Proposal Format and Preparation Cost

Each response should be prepared simply and should provide a straight-forward, concise description of the Offeror's abilities to satisfy the requirements of this RFP. In responding to this RFP, Offerors should bear in mind the criteria set forth in Section IV above. Emphasis in preparation should be placed on completeness and clarity of content. All responses shall be limited to fifteen (15) pages in length (excluding any exhibits or appendix submitted in response to Section V.3.A.1 or Section V.3.A.5 below). The Committee encourages brevity and attention to the issues raised herein and discourages reliance on general marketing information concerning the firm. Failure to adhere to these guidelines may cause the proposal to be deemed non-responsive and rejected. Costs for developing the responses are entirely the responsibility of the Offeror and shall not be reimbursed in any manner by the Committee or Plan.

2. General Information Regarding the Offeror

A1. If applicable, please provide a general background of your firm, its history, significant changes in its make-up over the last two years, and its range of business. Describe the organization of your firm's practice areas. Please provide a detailed listing, which may be presented in tabular form as an exhibit or appendix to your submission, of the number of attorneys (by partners, associates, counsel and other categories) and paralegals in each of the major practice areas of your firm. Please provide a detailed discussion of the municipal/public law practice of your firm and its importance within the firm. For sole practitioners, please provide your resume and any other relevant information relating to your background and areas of expertise.

A2. Please provide details if you or your firm intends to use the services of other firms or attorneys in connection with provision of services as the Plan's Counsel, including the nature of such arrangements. Please provide the names and brief resumes of any such associated parties.

A3. Please provide details as to the nature (including coverage limitations) and amounts of your or your firm's professional liability insurance.

A4. Please provide details of any criminal investigation or material litigation against you, your firm or members of your firm which is either pending or which has been completed within the last five years.

A5. Please provide a detailed copy of your firm's equal opportunity and affirmative action policy.

A6. Please describe any potential conflicts of interest which may exist or are likely to arise should you or your firm be selected to represent the Plan and the Administrative Committee. In addition, given the fact that conflicts of interest typically arise during the course of most continuous legal representation, please describe how you or your firm would handle a request to represent a party whose interest may be in conflict with the interest of the Plan or the Administrative Committee.

3. Specific Retirement Counsel Information

B1. Please discuss your firm's proposed professional staffing for this engagement, if selected, providing a brief resume for each such professional, and the responsibilities of each such professional with respect to this matter. The naming of such persons shall be considered to be a commitment by the firm to assign those individuals to provide legal services to the Plan if the firm is the successful Offeror.

B2. Please describe up to three other engagements since January 1, 2002, most relevant to this RFP in which one or more of the professionals named in response to question B1 above had principal responsibility. In this regard, please provide the client's name, client contact and telephone number.

B3. Please describe the specific steps you and your firm will take to be continually apprised of all developments within or related to public defined contribution plans in the State of Georgia which directly bear on the services to be performed pursuant to this RFP.

B4. Please provide the address of the offices, including the County of the location, for all members of the proposed legal team.

B5. Please provide the names, addresses and telephone numbers or no less than three and no more than five references for which you or your firm has provided relevant legal services in the last three years.

4. Location of Firm

Local Preference is given to businesses that have a business location within the geographic boundaries of Fulton County. In order to receive the Local Preference points of ten (10) points the Proposer must provide one (1) of the following supporting documentation:

1. Copy of occupational tax certificate (business license);
2. Copy of a lease or rental agreement;

3. Proof of ownership interest in a location within the geographical boundaries of Fulton County.

The term business location means a physical structure, office or suite but does not include a post office box or a temporary job or project site location. If submitting as a Joint Venture or Partnership, provide a copy of the Joint Venture or Partnership agreement including the business address of all members.

Failure to provide the required supporting documentation with your proposal submittal shall result in your firm receiving a “0” (zero) for Local Preference.

5. Compensation Proposals

Please provide a comprehensive compensation proposal in the following format. The cost proposals are to be submitted separately from the technical proposal, sealed and identified clearly on the outside of the envelope as such.

Monthly Retainer Amount for 11 hours per month of legal services:		\$
Billable Hours in Excess of 11 hours per month:		
	Designee's Name	Hourly Billing Rate
Partner Designated to Plan		
Associate Designated to Plan		
Counsel or Other Designated to Plan		
Paralegal Designated to Plan		

VI. OWNERSHIP AND USE OF RESPONSES

All responses to this RFP shall become the property of the Fulton County Defined Contribution Plan. Information submitted to the Plan may be subject to disclosure under the state public records statutes. In particular, trade secrets, or commercial or professional information submitted to the Plan as a condition of being engaged as Plan Counsel may be subject to disclosure. Any proposal or other material received by the Plan may be considered a public record after the selection by the Plan of its Plan Counsel and will be available for inspection and copying by any person at that time. It is understood that the neither the Plan nor the Committee will have any liability for disclosure of information provided in any proposal or related attachments.

Copies of all responses and support material will be retained by the Committee for historical records and documentation.

VII. ACCEPTANCE OF RESPONSES

It is the intent of the Committee to engage the services of one or more attorneys or law firm on the basis of the responses to this RFP. However, the Committee reserves the right, at its sole discretion, to accept or reject any or all responses received as a result of this request, to negotiate with any qualified source, or to cancel in part or in it's entirely this Request for Proposals. The Committee may request additional information from the Offerors during the course of the selection process.

The successful proponent(s) selection as Plan Counsel will be expected to execute a retention order for the first three (3) years of services acceptable to the Authority substantially incorporating the Scope of Services, as described herein. If you believe that modification of the stated Scope of Services is necessary or appropriate, or if you take exception to any portion of this RFP, you must so indicate at the time of submission. Otherwise, it will be assumed that the terms of the Scope of Services are acceptable to you or your firm.

The Committee is soliciting proposals pursuant to a determination that such a process best serves the interest of the Plan, and not because of any legal requirement to do so. The Committee reserves the right to accept, to reject any or all proposals, or waive any informality and otherwise to effect any agreement as the Committee, in its sole judgment, may deem to be in the best interest of the Plan. The Committee may waive technicalities and irregularities in proposals and reserves the right to award contracts based on the proposal submitted or to negotiate with Offerors for modification of successful proposals.

At the Committee's discretion, these services may be terminated at any time with no further obligation in the Plan's part or expense to the Plan beyond compensation for services already performed.

The Committee shall not be obligated to respond to any proposal submitted, nor shall any correspondence, discussions, meetings or other communications between any Offeror and the Committee impose any obligation on the Committee to include such Offeror in any further procedures in Committee's evaluation and selection process.

The Committee reserves the right to revise the proposal award schedule and to withdraw its RFP at any time. In such event, the Committee shall not be liable to any Offeror for costs or expenses incurred by them in preparation of this proposal.

No proposal may be withdrawn after it has been submitted to and received by the Committee unless the Offeror so requests by letter and such request is received by the Committee before the deadline set for the submission of proposals. Proposals received by 4:00 p.m. local time on September 28, 2007 are

irrevocable for a period of 90 days.

Neither the members of the Committee nor officer, agent, or employee of the County shall be charged personally by the Offeror or any third party with any liability or held liable to it under any term or provision of this RFP or any statements made herein.