

City and County of San Francisco  
OFFICE OF THE CITY ATTORNEY  
Request for Qualifications for Investment Legal Services  
(Issued January 4, 2023)

**QUESTIONS AND RESPONSES REGARDING RFQ**

On January 4, 2023, the Office of the City Attorney (“Office”) issued a Request for Qualifications for Investment Legal Services (“RFQ”), seeking Qualifications Statements from firms interested in being considered to provide investment legal services for the San Francisco City and County Employees’ Retirement System (“SFERS”) and the San Francisco Retiree Health Care Trust Fund (“RHCTF”). Under the RFQ, interested firms could submit questions or requests for clarification regarding the RFQ through January 13, 2023. By that deadline, the Office received eight questions. These questions and responses to them are set forth below.

**1. There is a reference in the RFQ to a potential requirement that all attorneys assigned to the project may be required to file the form [700]. Some jurisdictions take the position that lawyers are consultants and others do not. In a few cases, where the attorneys are deemed consultants, lead partners file Form 700. If we list 20 or 25 attorneys as potentially available to work on SF matters, would all of them have to file Form 700?**

**Response:** If an attorney meets the State’s definition of “Consultant” found in Regulation 18700.3, they would be required to file a Form 700. As specified in California Form 805, not all outside contractors will meet this definition. The Office has not found that any current outside investment legal counsel meet the definition of “Consultant” in Regulation 18700.3.

**2. Does the City and County of San Francisco (CCSF) anticipate that an attorney providing services to CCSF pursuant to the RFQ would be required to file Form 700, and if so, what disclosure categories would be included?**

**Response:** See response to Question 1. If the Office determined that an attorney would be required to file a Form 700, the disclosure category would be Category 1.

**3. Please clarify if a cover letter and table of contents would be included in the page limit.**

**Response:** The cover letter and table of contents will not be included in the page limit.

**4. Can we include additional details in an appendix?**

**Response:** Proposers may provide supplemental information in appendices or exhibits, but the Qualifications Statement should contain the requested information set forth in Section III of the RFQ.

**5. If a firm has limited experience representing public pension plans investing in private funds, and no experience with private fund sponsors based in China, will they be disqualified?**

**Response:** If proposers meet the Minimum Qualification in the RFQ (as described in Section III(A)(3)(a)), they will not be disqualified. The Minimum Qualification is:

Minimum Qualification. The lead attorney assigned to this representation must have at least 10 years of relevant experience. Any Qualifications Statement that does not demonstrate that the lead attorney meets this minimum requirement by the Submission Deadline will be considered non-responsive and will not be eligible for inclusion in the pool or award of a Contract.

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**6. Will SFERS permit reasonable limitations on a proposer’s disclosure of claims and similar matters pursuant to questions 7.a and 7.b on page 7, so long as the proposer discloses all claims described in those questions to the extent that they relate to any of the attorneys who would be providing services under this RFQ, or that were related to the group within the proposer’s organization that has historically provided such services to similar clients and covers the specified timeframes?**

**Response:** The Office is interested in the overall organizational health and stability of proposers, and therefore has not limited its request to litigation or claims against the attorneys that would be providing services under this RFQ, or the group within the organization that has historically provided such services. Therefore, the Office will not limit the scope of Questions 7.a and 7.b.

**7. Question 8.c on page 7 indicates that a contract will need to be entered in a form “substantially similar” to the Form Agreement attached to the RFQ. Will SFERS consider:**

- a. alterations to that Form Agreement’s indemnity provisions, at least to the extent the proposed terms may be uninsurable for a proposer; and/or**
- b. other alterations to the extent that it may be impractical or impossible for a proposer to comply with the Form Agreement as written, so long as no legal mandates are violated and the proposer works in good faith with SFERS to arrive at agreed upon provisions that achieve compliance to the extent feasible?**

**Response:** The Office expects to enter contracts with investment counsel that will be substantially the same as the Form Agreement attached to the RFQ. Proposers who believe that any specific provision in the Form Agreement is impractical or impossible for them should provide in their Question 8.c response a detailed narrative explanation to that effect.

**8. In submitting its pricing schedule, will a proposer be permitted to submit hourly rates in a table that provides for escalating rates over the course of the potential contract term, as long as the proposer specifies the rate that will be applicable for each named attorney in each potential contract year?**

**Response:** Proposers may submit hourly rates in a table that shows escalation over the course of the contract term, but final pricing will be subject to negotiation with the Office.