



State of New Jersey

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State Treasurer

CHRIS MCDONOUGH
Director

TO: Potential Bidders

FROM: Christopher McDonough
Director

DATE: April 26, 2018

RE: Proxy Research and Voting, Class Action Monitoring
Services and Optional Proxy Voting Guideline Review
Request for Proposals –
Addendum #1

- 1) Incorporation of Waivered Contracts Supplement
- 2) Additional Question and Answer Period
- 3) Responses to Questions Submitted During Question and Answer Period

The following Sections of the RFP have been modified as follows:

The final paragraph of Section 1.1 is restated to read as follows:

The State of New Jersey Standard Terms and Conditions (Rev. 2/16/2018), as supplemented by the Waivered Contracts Supplement to the State of New Jersey Standard Terms and Conditions (Rev. 10/2/2017), (as so supplemented, the “Standard Terms & Conditions”), and as further modified in Section 6.15, are incorporated herein by reference, are in addition to the terms and conditions set forth in this RFP, and should be read in conjunction with them. The Standard Terms & Conditions are available online at: <http://www.state.nj.us/treasury/purchase/forms/9.14.17%20NJ%20Standard%20Terms%20and%20Conditions%20with%20Signature%20Block.pdf>. The Waivered Contracts Supplement to the State of New Jersey Standard Terms and Conditions (Rev. 10/2/2017) is available online at: <http://www.state.nj.us/treasury/purchase/forms/Waiver%20Supplement%20to%20Standard%20Terms%20and%20Conditions.pdf>

The definition of “Standard Terms & Conditions” in Section 2.1 is amended to read as follows:

Standard Terms & Conditions – State of New Jersey Standard Terms and Conditions (Rev. 2/16/2018) which are available online at:

<http://www.state.nj.us/treasury/purchase/forms/9.14.17%20NJ%20Standard%20Terms%20and%20Conditions%20with%20Signature%20Block.pdf>

as supplemented by Waivered Contracts Supplement to the State of New Jersey Standard Terms and Conditions (Rev. 10/2/2017) which is available online at:

<http://www.state.nj.us/treasury/purchase/forms/Waiver%20Supplement%20to%20Standard%20Terms%20and%20Conditions.pdf>

All references in the Standard Terms & Conditions to the Director of the Division of Purchase and Property shall for this RFP be references to the Director of DOI. All references in the Standard Terms & Conditions to the Division of Purchase and Property shall for this RFP be references to DOI. All references to the “State Contract Manager” in the Standard Terms & Conditions shall mean the DOI Contract Manager.

An additional Question & Answer Period will take place so the Waivered Contracts Supplement to the State of New Jersey Standard Terms & Conditions can be reviewed.

The due date for the additional Question & Answer Period – Thursday, May 3, 2018 by 3:00p.m.

Question: 1

Section: 1.1

Page: 4

Question: Does the NJ DOI include financial anti-trust class actions as part of the class action securities litigation service to be provided?

Answer: Yes.

Question: 2

Section: 1.2

Page: 5

Question: Would NJ DOI please provide an excel spreadsheet with the company names and security identifiers such as ticker, isin, cusip or sedol, for meetings voted 2017?

Answer: Please see attached documents titled: U.S. ballots fiscal 2017 and International ballots fiscal 2017.

Question: 3

Section: 1.2
Page: 5

Question: Approximately, how many ballots does NJ DOI vote during a 12-month period?

Answer: During fiscal 2017, DOI voted approximately 5,014 international ballots and 1,893 U.S. ballots.

Question: 4

Section: 1.2
Page: 5 Paragraph 6

Question: As ballot volumes will be incorporated into pricing, can State of New Jersey please confirm the ballot volumes bidders should consider in our response for the RFP? "During the 2017 proxy season, DOI voted proxies for 1,064 US meetings, and 3,216 non-US meetings. The meetings cover holdings in several portfolios. Certain share-blocking markets are included in DOI's non-US voting.

Answer: See response to question #3.

Question: 5

Section: 3.1.2
Page: 11

Question: How frequently does NJ DOI currently receive reports of anticipated proxy season issues?

Answer: The current service is irrelevant to the RFP. Bidders will be evaluated based upon their respective proposals.

Question: 6

Section: 3.1.4

Page: 11

Question: How important are the research reports to the vote decision and execution process?

Answer: DOI utilizes the research reports in voting its proxies.

Question: 7

Section: 3.2.5

Page: 12

Question: Does NJ DOI currently receive a projected record date report from the existing vendor?

Answer: The current service is irrelevant to the RFP. Bidders will be evaluated based upon their respective proposals.

Question: 8

Section: 3.3.1-3.3.3

Page: 12

Question: Does the proxy policy represent the current provider's standard ("off the shelf" or benchmark) policy, or it is a custom policy specifically developed for NJ DOI?

Answer: The Division develops its proxy guidelines, with input from and approval by the State Investment Council. The current guidelines are attached as Exhibit III. The Division also anticipates it will be reviewing and amending its current guidelines (see RFP Section 3.3).

Question: 9

Section: 3.4.1

Page: 13

Question: In addition to class action monitoring, does the scope of the service include filing claims on the NJ DOI's behalf?

Answer: Please see RFP Section 3.4 for the requirements.

Question: 10

Section: 6

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Question: Please note the below and provide feedback as needed.

If (Bidder) is awarded the proxy voting and class actions filing services that are the proposed, (Bidder) proposes that the parties leverage the terms and conditions of the New Jersey Waiver No. AH-069 dated February 1, 2014, subject to any updates or modifications that are requested and mutually agreed to by the parties.

Answer: The referenced waiver applies to a separate procurement, and is therefore inapplicable. It modifies an earlier version of the State of New Jersey Standard Terms and Conditions, which is also inapplicable. If the bidder has any specific questions regarding the current version of the State of New Jersey Standard Terms and Conditions, as supplemented by the Waivered Contracts Supplement to the State of New Jersey Standard Terms and Conditions (see links above), it should submit them, along with any requested changes, prior to the expiration of the additional Question and Answer Period, as referenced above.
