



Ohio Public Employees Retirement System *Request for Proposal*

For: **Proxy Services & Voting Platform**

Schedule		
	Time	Date
RFP Date of Issuance		07/29/2026
Vendor Questions Deadline	12:00pm	08/06/2026
Question & Answers Posted to opers.org (no later than)	4:00pm	08/20/2026
RFP Closes, Proposals Due	12:00pm	08/26/2026

Important Information for Vendors:

Please read Section F, ***Instructions for Submitting Proposals*** for detailed instructions before submitting your response to OPERS. All RFP responses must be received on or before the deadline date and time provided above to avoid disqualification.

DO NOT contact OPERS about this RFP in any manner other than as provided in the “RFP Communication Restrictions” set forth in Attachment 1. Communication with OPERS staff, other than via procurement@opers.org until an award is made, is grounds for disqualification.

Vendor Proposal Submission Checklist

Before submitting your proposal to OPERS, please ensure the following items have been completed and included in your response. Incomplete submissions may be rejected from award consideration.

- ☐ Attachment 2 – Certified Statements of Vendor, completed and signed
- ☐ Attachment 3 –Requirements Matrix
- ☐ Attachment 4 – OPERS’ IT Security Questionnaire, including any required supporting documents
- ☐ Vendor’s Proposal Content (as outlined in Section D of this RFP)
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- ☐ Subcontractor List (*if applicable*)

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A. OPERS BACKGROUND

1. The Ohio Public Employees Retirement System

In 1935, the Ohio Public Employees Retirement System (OPERS) began a tradition of providing excellent retirement benefits for state employees. With approximately \$133.9 billion in net assets, OPERS provides retirement, disability, and survivor benefit programs for public employees throughout the state who are not covered by another state or local retirement system. OPERS serves over 1,348,000 members of approximately 3,700 public employers including over 223,000 retirees, disability recipients and surviving beneficiaries who receive monthly benefits.

2. Financial Information

The most recent OPERS Annual Financial Comprehensive Report is available on the OPERS website at: <https://www.opers.org/financial/reports.shtml>

B. OVERVIEW of ENGAGEMENT

OPERS is utilizing this Request for Proposal (RFP) to solicit and engage a proxy vendor(s). It is intended the selected Vendor(s) will provide the goods/services as more fully described in the sections below.

The vendor(s) will provide proxy voting research services and a secure, scalable proxy voting technology platform. The selected provider(s) will support our fiduciary obligations, corporate governance program, and operational needs related to proxy research, vote execution, recordkeeping, and reporting.

OPERS is an institutional investor with a fiduciary duty to vote proxies in the best interests of its members/beneficiaries. Our proxy voting activities support long-term shareholder value, sound corporate governance, and responsible stewardship.

Key characteristics of our program include:

- A web-based proxy voting platform available 24/7 with:
 - ability to customize user view based upon data point filters (i.e., record date, manual vote, deadline date, etc.)
 - ability to implement OPERS' custom proxy vote guidelines in all markets
 - ability to support voting of proportional shares in programs that may be created by external managers
- Timely, objective and cost-effective proxy voting research for approx.
- OPERS' specific custom proxy voting guidelines for U.S. and non-U.S. equity holdings
- Regulatory and audit requirements related to proxy voting disclosure.
 - Customized reports and studies to include, but not be limited to, an annual proxy season review, Form N-PX reporting as specified by the U.S. Securities and Exchange Commission (SEC), and one-off reports driven by available data points.
- Proxy Vote disclosure posted the day after the meeting on OPERS' website.
- Account maintenance and an account audit at least annually to ensure all accounts are present and set to the correct status for proxy voting.
- Emphasis on transparency, accuracy, and operational efficiency for research and voting

- Performance guarantees to include monetary penalty based upon pre-established performance metrics.

Presently, OPERS investments in U.S. and non-U.S. equities consist of the following:

- Approximately 2,000 U.S. Tickers benchmarked to the Russell 200 through 3000 Index, and FTSE NAREIT Equity REITs Total Return Index.
- Approximately 6,900 non-U.S. Tickers, benchmarked to the MSCI family of non-U.S. indices to include MSCI ACWI Ex US, MSCI EAFE, MSCI Emerging Markets, MSCI Emerging Markets Small Cap, MSCI World Ex U.S. Small Cap, MSCI EAFE + Canada, and MSCI EAFE + Canada Small Cap.

Currently, OPERS uses two custodians. BNY Mellon for international transactions and Fifth Third Bank for domestic transactions. During the 2026 proxy season (July 1, 2025, through June 30, 2026), OPERS voted a total of approximately 14,000 unique meetings across approximately fifty markets, of which approximately 3,500 were comprised of U.S. and Canadian equities and approximately 10,500 non-U.S. equities; and approximately 24,000 ballots, of which approximately 9,500 were comprised of U.S. and Canadian equities and approximately 14,500 non-U.S. equities.

OPERS excludes share-blocking markets from its proxy voting. OPERS has approximately 107 active and new accounts and may need to create additional accounts in succeeding years. OPERS may invest in additional U.S. and non-U.S. companies in succeeding years.

C. SCOPE OF ENGAGEMENT

The scope of this engagement includes two components:

- 1) **Proxy Voting Research Services** - identification of a solution that delivers high-quality, timely, and independent proxy research, and
- 2) **Proxy Voting Platform** - a robust, user-friendly voting platform that integrates with our existing corporate governance operations and compliance framework.

Vendors may respond to **both** components (A. Proxy Voting Research Services, and B. Proxy Voting Platform) or clearly indicate if their proposal covers **only one** of the components.

Please review Attachment 3, Requirements Matrix, for a complete list of required and desired services and platform features. **Attachment 3 must be completed and returned with your proposal.**

D. PROPOSAL CONTENT

The Vendor's proposal must include the documentation and information outlined in Section D. The proposal should include a Table of Contents, be formatted on consecutively numbered pages, and follow the sections of the RFP.

1. Certified Statements of Vendor

The Vendor must include a completed certification in the form attached as (**Attachment 2 – Certified Statements of Vendor**), which must be signed by an individual who is authorized to contractually bind the Vendor. Electronic signatures are acceptable.

2. Vendor Background Questionnaire

Please provide the following information about the Vendor, as applicable:

- 2.1 United States office locations, identifying which location(s) will be assigned to this engagement.
- 2.2 Legal structure (e.g., an Ohio corporation), federal tax identification number, and address of the principal place of business.
- 2.3 Organizational structure, including subsidiary and affiliated companies, and joint venture relationships.
- 2.4 Years of operation.
- 2.5 Description of any material change in structure or ownership within the last eighteen (18) months.
- 2.6 Description of any material change in structure or ownership currently under review or being contemplated.
- 2.7 Description of any material litigation of which the Vendor is currently a party.
- 2.8 Description of any litigation of which the Vendor has been involved within the last three (3) years.
- 2.9 Description of any litigation brought or threatened against the Vendor by existing or former clients within the last five (5) years.

3. Ability to Achieve Scope of Engagement Outcomes

Please provide the following information as evidence of the Vendor's ability to achieve the outcomes OPERS is seeking through this RFP as described in Section C, *Scope of Engagement*.

- 3.1 Description of why the Vendor believes it is qualified to achieve the outcomes in the Scope of Engagement section.
- 3.2 The Vendor's procedures and methods that will be used to achieve the outcomes as described in the Scope of Engagement section.
- 3.3 Completion of Attachment 3, Requirements Matrix, indicating the vendor's ability to meet each requirement as defined.

4. Project Work Plan

The Vendor's proposal should set forth a Work Plan for delivering the goods/services as requested in the Scope of Engagement section of this RFP. The Work Plan should include:

- 4.1 A timeline with detailed hours.
- 4.2 A description of how the Vendor will consult with and/or make presentations to OPERS staff during the engagement.
- 4.3 A description of the service management and quality control procedures to be used. These procedures should identify and describe any potential problems, the Vendor's

approach to resolving these problems, and any special assistance that will be requested from OPERS.

4.4 A structure that allows OPERS ample time to review the deliverables requested from OPERS.

5. Vendor Privacy and Security Practices

Please respond to the following questions about the Vendor's Information Security practices.

5.1 Complete OPERS' IT Security Questionnaire included as Attachment 4 and submit any supporting documents with your response (i.e. SOC2 report).

5.2 Describe the Vendor's use of artificial intelligence (AI) in its goods/services.

5.3 Describe whether the Vendor's solution uses an internally developed AI model or external models (e.g. Open AI, Gemini, Copilot), and how OPERS' data is transmitted, processed, and protected in relation to the AI model, including any applicable security measures.

5.4 Do any individuals (internal or external to the Vendor's organization) have access to review OPERS-entered or stored data used in the AI model and, if so, describe the circumstances and safeguards in place.

5.5 Is the AI model used in the Vendor's solution trained using OPERS-entered data or stored data; and if using OPERS' data, describe how OPERS' data is utilized in the training process.

6. Vendor Personnel

OPERS expects a dedicated team to be assigned to work with OPERS throughout this engagement.

6.1 For each employee assigned to this engagement, please provide the following information:

- 6.1.1 Employee name and title.
- 6.1.2 Proposed position on this engagement (manager, supervisor, officer, etc.)
- 6.1.3 Month and year the employee began working for the Vendor.
- 6.1.4 Employee work history.

6.2 Describe the Vendor's procedures in the event an employee assigned to this team leaves the Vendor's employment during the term of this engagement.

7. Use of Subcontractors

The Vendor is required to provide all goods and perform all services requested by this RFP and may not subcontract to provide such goods or services without the written consent of OPERS.

7.1 For each of the Vendor's potential subcontractors, please provide the following information:

- 7.1.1 The proposed subcontractor's name, legal structure, federal tax identification number, and address of its principal place of business.
- 7.1.2 A description of the goods/services the subcontractor may provide.
- 7.1.3 The subcontractor's experience on comparable engagements.

8. Cost

- 8.1 Provide a not-to-exceed, fixed-cost price quote for this engagement, stating the total cost, including all reimbursable expenses.
- 8.2 Provide a cost per hour for additional service work or, if hourly costs are not applicable, the goods/deliverables the Vendor intends to provide, and the cost associated with each.
- 8.3 State whether Vendor will negotiate its proposed cost if OPERS decides negotiation is appropriate as to any aspect of the proposals, including the cost. In no case, however, will the negotiated cost be higher than the cost submitted by the Vendor in its proposal.

9. Additional Information

Provide any other information relevant to this engagement, including any areas or processes the Vendor can suggest, to deliver a more complete offering of goods/services.

E. EVALUATION PROCESS and VENDOR SELECTION

Complete proposals received on or before the RFP Closed deadline will be evaluated.

- 1. Proposal Evaluations** Proposals will be evaluated based on the criteria listed below. The weight of each criterion will not be shared with Vendors. Proposals may be evaluated in multiple rounds at OPERS' sole discretion.
 - a. Vendor's Background
 - b. Vendor's Ability to Achieve Scope of Engagement Outcomes
 - c. Vendor's Project Work Plan
 - d. Vendor's Privacy & Security Practices
 - e. Vendor's Personnel
 - f. Vendor's Use of Subcontractors
 - g. Vendor's Cost
- 2. Interviews, Demonstrations, Site Visits, Presentations, Proof of Concepts** During the evaluation process, OPERS may ask any or all Vendors to interview, provide demonstrations, provide access for site visits, or make presentations to the selection team. Such interviews, demonstrations, site visits, or presentations will provide Vendors with an opportunity to answer OPERS' questions regarding the Vendor's proposal. This phase of the evaluation process is not an opportunity for the Vendor to engage in any negotiations over the form of the proposal or required scope of the work. Interviews, demonstrations, or presentations may be in person at OPERS' office or via video conference. OPERS may use information received during such interviews, demonstrations, site visits, or presentations in subsequent rounds of evaluations.

OPERS will not be responsible for any costs incurred by the Vendor in preparing for, providing, or attending such interviews, demonstrations, site visits, or presentations.
- 3. Contract Negotiations** After proposals are evaluated, OPERS may determine a list of up to three (3) finalists and may, beginning with the highest scoring finalist, begin sequential contract negotiations on any aspect of the proposal or any other issue OPERS deems appropriate. If OPERS does not reach agreement with the highest-scoring finalist or, if in the opinion of OPERS, negotiations with that finalist reach an impasse, OPERS may decide not to

enter into a contract with that finalist or may begin contact negotiations with the second-highest scoring finalist. OPERS may choose to continue such negotiations with subsequent finalists on the same basis until a contract is negotiated, no other finalists remain, or OPERS decides not to enter into a contract pursuant to this RFP.

OPERS will notify the Vendors who submitted proposals that were not selected only after a contract is signed with the selected Vendor. Please do not contact OPERS regarding the status of your bid. This process can take months and OPERS will not respond to such inquiries.

F. INSTRUCTIONS FOR SUBMITTING PROPOSALS

1. **Vendor Q&A** Questions concerning this RFP can be submitted via e-mail to procurement@opers.org. Questions must be submitted no later than 12:00PM ET on August 6, 2026. The Question-and-Answer period will be from July 29, 2026 – August 6, 2026. Vendor questions that OPERS will be responding to will be posted on the OPERS website at *opers.org*, *Vendor Opportunities*. OPERS will NOT respond to Vendor questions related to budget, the assigned weight to scoring criteria, or any incumbent vendor. OPERS will attempt to post the Q&A no later than August 20, 2026.
2. **Proposal Format** Proposals must be received by 12:00pm ET on August 26, 2026, at procurement@opers.org. The proposal should be submitted as a single .pdf file for each of the redacted and unredacted versions.

Email submissions may be blocked due to file size limitations on either the Vendor's or OPERS' email servers. Please submit your proposal with enough time in advance of the deadline to ensure the transmission goes through in its entirety, and to re-submit by the deadline if necessary. If a proposal is not received by OPERS by the deadline for whatever reason, including due to non-transmittal due to size limitations, it will be rejected.

3. **Proposal Copies** Please provide two (2) electronic copies of your proposal, including one (1) full response and one (1) redacted copy labeled as such, for public records requests as described in Section G.1 of this RFP. If you choose not to provide a redacted proposal, then you may submit only one (1) unredacted proposal which will be provided as-is pursuant to G.1 in response to a public records request.

G. GENERAL TERMS AND CONDITIONS FOR SUBMITTING PROPOSALS

By submitting a proposal in response to this RFP, the Vendor acknowledges and agrees that:

1. OPERS is subject to the Ohio Public Records Act, (Ohio Revised Code 149.43, *et seq.*), and documents submitted pursuant to this RFP may be subject to disclosure pursuant to a public records request. Accordingly, the Vendor should submit, along with its response to this RFP, a copy of its response in which any information that is trade secret or is otherwise exempt from disclosure is redacted, along with a reference to the statutory basis upon which Vendor is relying for the redaction. For example, the Ohio Public Records Act allows protection of trade secret information as set for in ORC 1333.61(D) or any federal statutes that might apply.

If at any time after submitting the redacted copy of its response pursuant to the previous sentence the Vendor should identify information in its redacted copy that (a) was not redacted in its submission but later determines has become trade secret information or otherwise exempt from disclosure or (b) was redacted in its original submission but later determines is no longer trade secret or otherwise exempt from disclosure, the Vendor will send OPERS an updated redacted copy reflecting such change, along with a reference to the statutory basis upon which Vendor is relying for any additional redaction.

If a request for records is made that includes information the Vendor has submitted pursuant to this RFP, OPERS will provide the requestor with the redacted version of the Vendor's response provided pursuant to this section, or updated pursuant to the preceding sentence, if applicable. If the position taken by Vendor in its redactions hereunder results in OPERS suffering any damages, fees, or other losses of any kind, the Vendor will indemnify OPERS for such losses. If no documents or materials are identified and marked by Vendor as confidential, the Vendor will be deemed to have consented to the release of the documents or materials, and to have waived any cause of action against OPERS resulting from the release of the documents or materials.

2. This proposal has not been submitted with the assumption that there will be an opportunity to negotiate any aspect.
3. This RFP is not a contract, is not intended to serve as a contract, and does not constitute a promise to enter into a contract.
4. OPERS may amend or cancel this RFP at any time, for any reason.
5. OPERS may modify any dates in this RFP and accepts no liability to the extent the actual schedule differs from the dates set forth herein. In the event a change is made to the RFP schedule, the specific revision(s) will be posted in the form of an Amendment on the OPERS website.
6. OPERS may reject any or all proposals submitted, may waive as to any Vendor or to all Vendors, any informality or irregularity in a proposal or proposals or any failure to conform to the instructions in this RFP.
7. Regardless of cause, late proposals, in whole or in part, will not be accepted by OPERS and will automatically be disqualified from further consideration.
8. OPERS may disqualify a Vendor for failure to answer any supplemental questions, requests for additional information, and/or requests for additional materials, or failure to immediately notify OPERS of any invalid or untrue information in its proposal.
9. The Vendor will comply with all terms, conditions, and requirements described in this RFP. Any failure by any Vendor to so comply may be grounds for rejection of that Vendor's proposal, as determined by OPERS in its sole discretion.
10. All documents, proposals, and other materials submitted in response to this RFP will become the property of OPERS.
11. Additional due diligence of the Vendor may occur at any time prior to entering into any contract.
12. OPERS may request references at any time prior to entering into any contract.

13. If a contract between OPERS and a Vendor results from this RFP, neither the selected Vendor, nor anyone on its behalf (including its agents, affiliates, subcontractors, and/or vendors), will publish, distribute, or otherwise disseminate any press release, advertising, and/or publicity matter of any type or kind (collectively “Advertising Material”) having an reference to OPERS, this RFP, or the resulting contract, unless and until such Advertising Material first shall have been submitted to and approved in writing by OPERS.
14. The Vendor is required to provide all goods and perform all services requested by this RFP and may not subcontract to provide such goods or services without the written consent of OPERS. If OPERS provides written consent, the Vendor will remain liable for the provision of any goods supplied by and/or services performed by the Vendor’s subcontractors.
15. The Vendor, along with its officers, members, and employees, has no interest, personal or otherwise, direct or indirect, which is incompatible or in conflict with or would compromise in any manner or degree the discharge and fulfillment of its functions and responsibilities under any contract that may result from this RFP. The Vendor will comply with all applicable federal, state, and local laws in providing goods and/or services under any contract that may result from this RFP, including, but not limited to, the reporting requirements contained in Section 101.90 *et seq.* of the Ohio Revised Code (Joint Legislative Ethics Commission), and the laws contained in Chapter 102 of the Ohio Revised Code (Ohio Ethics Commission) governing ethical behavior that apply to persons doing or seeking to do business with OPERS. The Vendor has not paid and will not pay, has not given and will not give, any remuneration or thing of value directly or indirectly to OPERS or to any of its board members, officers, employees, or agents, or any other third party related to the Vendor’s engagement under any contract that may result from this RFP, including a finder’s fee, cash solicitation fee, or a fee for consulting, lobbying, or similar services that could influence OPERS’ decision to enter into a contract pursuant to this RFP. The Vendor further agrees to refrain from promising or giving any OPERS board member or employee anything of value.
16. OPERS does not make any representation or warranty regarding the accuracy or completeness of any information contained in this RFP, its attachments, or any statements made by representatives of OPERS during the RFP process. Each Vendor is responsible for making its own evaluation of the information and data contained in this RFP and in preparing and submitting responses to this RFP. OPERS’ issuance of this RFP and receipt of information in response to this RFP will not, in any way, cause OPERS to incur any liability (whether contractual, financial, or otherwise) to any Vendor participating in the RFP process.

ATTACHMENT 1 – RFP COMMUNICATION RESTRICTIONS

This RFP imposes certain restrictions on communications between OPERS and vendors responding to this RFP.

Vendors are restricted from communicating with OPERS in any manner that a reasonable person would infer constitutes an attempt to unduly influence the award, denial, or amendment of a contract, from the time this RFP is issued through the final award and approval of the contract and/or termination of this RFP.

Only the following communications, if applicable, between the Vendor and OPERS are permitted:

- Question and Answer Period.
- Interviews, Demonstrations, Site Visits, Presentations and/or Proof of Concepts.
- Supplemental Questions. After this RFP has been issued, OPERS may post supplemental questions to the OPERS website for Vendors to answer.
- Additional Information. OPERS may request additional information and/or materials from any Vendor if OPERS determines that additional information is needed to clarify a Vendor's proposal.
- Notification by the Vendor to OPERS of any information in a proposal that becomes invalid or untrue prior to the completion of the RFP process.

Any communications with OPERS in violation of this Attachment 1 may result in immediate disqualification of the Vendor.

ATTACHMENT 2 – CERTIFIED STATEMENTS OF VENDOR

The undersigned hereby acknowledges and agrees:

1. This proposal meets all of the requirements as set forth in this RFP.
2. Submission of this proposal is in accordance with Section G, *General Terms and Condition for Submitting Proposals*.
3. Any communication with OPERS concerning this RFP will be in compliance with Attachment 1 - *RFP Communication Restrictions*.
4. The Vendor's primary contact on this RFP, who has the authority to answer any questions regarding the proposal is:

Primary Contact Name: _____
Primary Contact Address: _____
Primary Contact Phone Number: _____
Primary Contact Email Address: _____

I, the undersigned, as an authorized representative of the Vendor and legally authorized to contractually bind the Vendor, hereby certify the above statements on behalf of the Vendor:

Vendor: _____

Authorized Representative: _____

Signature: _____

Title: _____

Date: _____