



Los Angeles County Employees Retirement Association
300 North Lake Avenue
Suite 650
Pasadena, CA 91101

**REAL ASSETS LIQUID COMPLETION PORTFOLIO
INVESTMENT MANAGER SERVICES SEARCH**

August 27, 2018

LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION
REQUEST FOR INFORMATION

REAL ASSETS COMPLETION PORTFOLIO
INVESTMENT MANAGEMENT SERVICES

Purpose

The Los Angeles County Employees Retirement Association (“LACERA”), a \$56 billion public fund, is evaluating the capabilities of investment management firms that can invest in a portfolio of liquid securities to maintain Infrastructure, Master Listed Partnerships (“MLPs”) and Natural Resources sub-strategy allocations within LACERA’s Real Assets asset category. LACERA’s Board of Investments has established the following minimum qualifications for this evaluation:

Minimum Qualifications

All returns must be verifiable. LACERA will disqualify managers with unverifiable returns.

1. The organization must be registered with the U.S. Securities and Exchange Commission as an investment adviser, unless the organization is exempt from registration due to its status as a bank or insurance company.
2. As of June 30, 2018, the investment manager must have a minimum \$5 billion in total assets under management in similar products as the mandate for which the manager is being hired by LACERA. These assets under management must include the three Real Asset strategy categories: listed Infrastructure, Master Limited Partnerships, and Natural Resources equity securities.
3. The organization must have at least a three-year performance track record as of June 30, 2018 for the Proposed Product(s) or comparable product(s) provided to institutional investors through liquid Real Assets portfolio strategies.
4. The organization must have at least one client for which it manages a customized Real Assets completion portfolio which includes at least two of the following asset categories: listed Infrastructure, Master Limited Partnerships, Natural Resources equity securities, REITS, and commodity futures.
5. The organization must conform to Global Investment Performance Standards for performance reporting.

Submission Requirements

If your firm is interested in participating in this evaluation, please submit **five (5) copies**, spiral bound (no hard binders or marketing materials) of your written response (**maximum 50 pages** 12-point font size), and **one (1) electronic copy** (using Microsoft Word or PDF) on a USB flash drive to:

Amit Aggarwal
Investment Officer
LACERA
Gateway Plaza
300 North Lake Avenue, Suite 650
Pasadena, CA 91101
realassets@lacera.com

In addition, please send **one unbound copy**, and **one USB flash drive**, each marked “REDACTED” to Mr. Aggarwal. The redacted copies should exclude all material from your proposal that you believe in good faith is exempt from disclosure under the California Public Records Act, (California Government Code section 6250 et seq. the “Act”). Individual redactions should appear as blacked out material. Large sections, tables, or entire blank page(s) shall include the word “REDACTED” or “PROPRIETARY” inserted. Each respondent must indicate the basis for each redaction under the Act with a citation to the code section and subsection relied upon. Please see the section below “**NOTICE TO RESPONDENTS REGARDING THE PUBLIC RECORDS ACT AND RALPH M. BROWN ACT**” for further information.

Attachments

Please submit all tables in the RFI in Microsoft Excel file format in a separate attachment. These Excel table attachments do not contribute to the 50-page written response limit.

Questions Relating to this RFI

All questions, inquiries, and requests for additional information concerning this RFI should be directed to Amit Aggarwal no later than **3:00 PM PDT, Monday, September 10, 2018** and should be sent either by e-mail (realassets@lacera.com) or mail (Gateway Plaza, 300 North Lake Avenue, Suite 650, Pasadena, CA 91101-4199). All questions received and responses to questions will be posted on LACERA’s website (http://www.lacera.com/Opportunities/RFP/real_assets_completion/index.html) on or about **3:00 PM PDT, Monday, September 17, 2018**.

Deadline for RFI Proposals

Completed responses to the RFI must be received no later than **3:00 PM PDT, Monday, October 1, 2018**. Responses received after the specified deadline may be considered for evaluation solely at the discretion of LACERA.

Additional Information

Please note that during this evaluation process LACERA staff will not answer any questions related to the RFI except as set forth in the above paragraphs. After **September 17, 2018**, if a

question appears unclear to you, please state your interpretation of the question and answer it accordingly.

To ensure that prospective service providers responding to this RFI have equal access to information regarding the RFI and communications related to the RFI are consistent and accurate so that the selection process is efficient and fair, a quiet period will be in effect from the date of issuance of this RFI until the selection of one or more respondents is completed and announced. During the quiet period, respondents are not permitted to communicate with any LACERA staff member or Board member regarding this information request except through the point of contact named herein. Respondents violating the quiet period may be disqualified at LACERA's discretion. Respondents who are existing LACERA service providers must limit their communications with LACERA staff and Board members to the subject of the existing services provided by them.

Timetable

The following is the tentative time schedule for LACERA's RFI search for the Real Assets Completion Portfolio. All dates are subject to modification by LACERA.

RFI Issued	August 27, 2018
RFI Question Deadline	September 10, 2018
Response to Written Questions	September 17, 2018
RFI Response Deadline	October 1, 2018
Notification of Finalist(s)	January 2019
Board of Investments Interviews	February 2019
Selection Announced	February 2019

Thank you for your interest in providing investment management services to LACERA.

General Information

The Los Angeles County Employees Retirement Association (“LACERA”) was established under the provisions of the County Employees Retirement Law of 1937. LACERA is governed by two nine-member Boards: Board of Retirement ("BOR") and Board of Investments ("BOI"). The Board of Retirement is responsible for the administration of the retirement system. The Board of Investments is responsible for establishing LACERA’s investment policy and objectives, as well as exercising authority and control over the investment management of the fund. The day-to-day management of LACERA is delegated to a Chief Executive Officer appointed by both Boards.

LACERA administers a pension fund with approximately \$56 billion in total assets as of June 30, 2018. The new asset allocation adopted by the BOI will include 3% to Infrastructure and a 4% allocation to Natural Resources and Commodities. The completion portfolio is anticipated to be approximately 4% of the total assets of the Trust.

Services to Be Provided

LACERA's Board of Investments has elected to retain the services of a qualified Real Assets completion portfolio manager (proposed mandate) in the areas of listed infrastructure, public market natural resources equities, and master limited partnerships. The Real Assets portfolio will be benchmarked against a customized composite of the underlying sub-asset classes. Additionally, LACERA may consider open ended commingled fund providers.

The completion portfolio will then be drawn down over time to provide proceeds to private fund investments in infrastructure and natural resources sub strategies. The proposed mandate will be used to maintain a consistent allocation to these sub categories as cash flows to and from private fund investments occur in the future. The objective of the completion portfolio will be to maintain an allocation to the sub strategies using either a passive or active management style.

LACERA’s intention is to hire one manager, and LACERA reserves the right to hire more than one, with a demonstrated ability of investing in Real Assets, managing institutional capital, and providing client services.

Notice to Respondents Regarding the California Public Records Act and Ralph M. Brown Act

The information you submit in response to this RFI will be subject to public disclosure pursuant to the California Public Records Act (Cal. Gov. Code Sections 6250, et. seq., the “Act”). The Act provides generally that all records relating to a public agency's business are open to public inspection and copying unless specifically exempted under one of several exemptions set forth in the Act. In addition, if LACERA staff chooses to recommend your firm to the Board of Investments for hiring, such recommendation and the relevant proposal(s) will appear on a publicly posted agenda for a public meeting of the Board of Investments in accordance with the Ralph M. Brown Act (Cal. Gov. Code section 54950, et seq., the “Sunshine Law”), and parts or all of your proposal may be included in the agenda packet that is available to the public generally. If it is included in the agenda packet, your proposal will not be exempt from disclosure under the Act.

If you believe in good faith that any portion of your response to this RFI is exempt from public disclosure under the Act and should not be included as part of the agenda packet, you must mark such portion “TRADE SECRETS,” “CONFIDENTIAL,” or “PROPRIETARY” with a brief explanation for the exemption under the Act, and make it readily separable from the balance of your response. Responses marked “TRADE SECRET,” “CONFIDENTIAL,” or “PROPRIETARY” in their entirety will not be honored, and LACERA will not deny public disclosure of all or any portion of responses so marked. By submitting a response with material marked “TRADE SECRET,” “CONFIDENTIAL,” or “PROPRIETARY” you represent you have a good faith belief that the material is exempt from disclosure under the Act; however, such designations will not necessarily be conclusive. You may be required to justify in writing why such material should not, upon request, be disclosed by LACERA under the Act and should not be included in the agenda packet. Fee and pricing proposals are not considered TRADE SECRET,” “CONFIDENTIAL,” or “PROPRIETARY”.

If LACERA receives a request pursuant to the Act for materials that you have marked “TRADE SECRET,” “CONFIDENTIAL,” OR “PROPRIETARY,” and if LACERA agrees that the material requested is not subject to disclosure under the Act, LACERA will either notify you so that you can seek a protective order at your own cost and expense, or LACERA will deny disclosure of those materials. LACERA will not be held liable, however, for inadvertent disclosure of such materials, data, and information.

If LACERA denies disclosure, then by submitting your proposal you agree to reimburse LACERA for, and to indemnify, defend, and hold harmless LACERA, its officers, fiduciaries, employees, and agents from and against any and all claims, damages, losses, liabilities, suits, judgments, fines, penalties, costs, and expenses including, without limitation, attorneys' fees, expenses, and court costs of any nature whatsoever (collectively, “Claims”) arising from, in connection with, or relating to LACERA's non-disclosure. By submitting your proposal, you also agree to defend, indemnify, and hold LACERA harmless from and against any and all Claims arising from, in connection with, or relating to LACERA’s public disclosure of any such designated portions of your response if LACERA reasonably determines disclosure is required by law, or if disclosure is ordered by a court of competent jurisdiction.

Principles for Responsible Investment

On November 19, 2008, LACERA's Board of Investments adopted the Principles for Responsible Investment ("PRI" or "Principles," www.unpri.org/principles). The Principles were created by the United Nations to provide investors with a global structure for integrating environmental, social, and governance ("ESG") criteria into investment decision-making processes to realize better long-term returns.

As a result, LACERA is requesting that prospective investment managers consider becoming a PRI signatory and incorporating these Principles into the firm's investment process, as long as making such a commitment is consistent with your fiduciary responsibilities and does not result in any additional costs.

Proposals Become LACERA Property

The information you submit in response to this RFI will become the exclusive property of LACERA. Your proposal will not be returned to you, and LACERA will not reimburse you for response preparation expenses.

Contract Negotiations

If LACERA's Board of Investments so authorizes, staff will enter into negotiations with the approved firm(s) to enter into an investment management agreement. LACERA may terminate negotiations, at its sole discretion, if it believes it cannot negotiate a satisfactory agreement. LACERA reserves the right to award a contract based upon proposals received; you should not expect an opportunity to alter your proposal (e.g., services to be provided, fees) during contract negotiations.

The final contract must allow LACERA to terminate (a) for its convenience upon not more than 30 days' notice, (b) if funds are not appropriated for the services to be provided, and (c) for default.

A general form of an investment management agreement will be provided to respondent(s) selected as finalists by LACERA. The finalists will then be given a period of time to review the agreement and, if desired, to propose any modifications to the agreement. A respondent will be deemed to have agreed to each clause in the agreement (and not to seek inclusion of additional clauses), unless the respondent identifies an objection or inclusion, sets forth the basis for the objection or inclusion, and provides substitute language to make the clause acceptable to the respondent or to address an issue the respondent feels is not addressed by the agreement.

Reservations by LACERA

LACERA reserves the right to cancel this RFI, in whole or in part, any time before the closing date.

LACERA is not liable and will not reimburse you for any costs your firm incurs in connection with the preparation or submission of any proposal.

If you submit a response to this RFI, LACERA reserves the right to make such investigations as it deems necessary to determine your ability to furnish the required services, and you agree to furnish all such information for this purpose as LACERA may request.

LACERA reserves the right to reject the proposal of anyone who is not currently in a position to perform the contract, or who has previously failed to perform similar contracts properly, or in a timely manner.

LACERA reserves the right to reject, in whole or in part, any and all proposals received; to waive minor irregularities; to negotiate in any manner necessary to best serve the public interest; and to make a single award, multiple awards, a partial award, or no award.

LACERA reserves the right to award a contract, if at all, to the firm which, in LACERA's sole discretion, will provide the best match to the requirements of the RFI and the investment management services needs of LACERA, which may not be the proposal offering the lowest fees.

LACERA reserves the right to request additional documentation or information from Respondents. Requested information may vary by respondent. LACERA may ask questions of any Respondent to seek clarification of a proposal or to ensure the Respondent understands the scope of the work or other terms of the RFI. LACERA reserves the right to terminate or modify this RFI.

This RFI is not an offer of a contract. Acceptance of a proposal does not commit LACERA to award a contract to any Respondent, even if the Respondent satisfied all requirements stated in this RFI. Publication of this RFI does not limit LACERA's right to negotiate for the services described in this RFI. If deemed by LACERA to be in its best interests, LACERA may negotiate for the services described in this RFI with a party that did not submit a proposal. LACERA reserves the right to choose to not enter into an agreement with any of the Respondents to this RFI.

LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION
PLACEMENT AGENT DISCLOSURE AND SEC COMPLIANCE FORM

The Board of Investments (“Board”) of the Los Angeles County Employees Retirement Association (“LACERA”) has adopted a Placement Agent Policy (“Policy”), a copy of which is attached as Attachment No.1. Under the Policy, each External Manager¹ must complete and deliver this Disclosure Form to LACERA prior to LACERA investing any money with that manager.

For purposes of this disclosure, “you” means the External Manager identified below and its affiliates, including the External Manager’s and affiliates’ respective officers, directors, partners, members, employees, contractors, and agents.

Name of External Manager: _____

Contact information for External Manager:

Address: _____

Contact Person: _____

Contact Information: _____
(email/phone/fax) _____

¹ As defined in California Government Code section 7513.8, “External Manager” means either of the following: (1) a Person who is seeking to be, or is, retained by a board or an Investment Vehicle to manage a portfolio of securities or other assets for compensation; (2) a Person who manages an Investment Fund and who offers or sells, or has offered or sold, an ownership interest in the Investment Fund to a board or an Investment Vehicle. (All code section references are to the Government Code, unless otherwise noted.)

As defined in section 7513.8, “Investment Vehicle” means a corporation, partnership, limited partnership, limited liability company, association, or other entity, either domestic or foreign, managed by an External Manager in which a board is the majority investor and that is organized in order to invest with, or retain the investment management services of, other External Managers.

As defined in section 7513.8, “Investment Fund” means a private equity fund, public equity fund, venture capital fund, hedge fund, fixed income fund, real estate fund, infrastructure fund, or similar pooled investment entity that is, or holds itself out as being, engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting, owning, holding, or trading securities or other assets. Notwithstanding the preceding sentence, an investment company that is registered with the Securities and Exchange Commission pursuant to the Investment Company Act of 1940 (15 U.S.C. Sec. 80a-1 et seq.) and that makes a public offering of its securities is not an Investment Fund.

As defined in section 7513.8, “Person” means an individual, corporation, partnership, limited partnership, limited liability company, or association, either domestic or foreign.

Purpose of contact (the “Proposed Investment”) with LACERA (check and complete as appropriate):

- _____ Response to RFP (describe which RFP in the space provided below)
- _____ Response to RFI (describe which RFI in the space provided below)
- _____ Emerging Manager Program
- _____ Private Equity / Other Commingled Fund (identify the fund in the space provided below)
- _____ Unsolicited Contact (describe the purpose of the contact in the space provided below)
- _____ Other (describe in the space provided below)

PART ONE: USE OF PLACEMENT AGENTS

1. Have you used a Placement Agent² in connection with the Proposed Investment?
Yes _____ No _____

2. Will a Placement Agent receive compensation from you if LACERA invests in the Proposed Investment?
Yes _____ No _____

If you answer “Yes” to either question, complete the remainder of the Disclosure Form. If you answer “No” to both questions, go to PART TWO.

3. The name of the Placement Agent is:

4. Please describe the relationship between you and the Placement Agent.

² As defined in section 7513.8, “Placement Agent” means any person directly or indirectly hired, engaged, or retained by, or serving for the benefit of or on behalf of, an External Manager or an Investment Fund managed by an External Manager, who acts or has acted for compensation as a finder, solicitor, marketer, consultant, broker or other intermediary in connection with the offer or sale to a board or an Investment Vehicle, either of the following: in the case of an External Manager as defined in subpart (1) of the definition of an External Manager, the investment management services of the External Manager; in the case of an External Manager as defined in subpart (2) of the definition of an External Manager, an ownership interest in an Investment Fund managed by the External Manager. Notwithstanding the preceding sentence, an individual who is an employee, officer, director, equity holder, partner, member, or trustee of an External Manager and who spends one-third or more of his or her time, during a calendar year, managing the securities or assets owned, controlled, invested, or held by the External Manager is not a Placement Agent.

5. Please attach a resume for each officer, partner, or principal of the Placement Agent detailing the individual's education, professional designations, regulatory licenses, and investment and work experience. Please identify below all individuals whose resumes are attached.

6. Please describe any and all compensation³ of any kind provided, or agreed to be provided, to the Placement Agent or to a third party at the behest of the Placement Agent, in connection with the Placement Agent's work for the External Manager on the Proposed Investment or as a result of LACERA investing in the Proposed Investment.

7. Please describe in detail the services to be performed by the Placement Agent in connection with the Proposed Investment.

³ "Compensation" means remuneration and other benefits (including without limitation, favors) of any kind.

8. a. Is External Manager solely responsible for payment of the Placement Agent’s fee, or providing the compensation if not a monetary fee?

Yes _____ No _____

If “No”, explain:

_____.

b. Will any part of the fee or other compensation be paid or provided directly or indirectly by LACERA, the Investment Vehicle, the Investment Fund, or any investor(s) in the Investment Vehicle or in the Investment Fund?

Yes _____ No _____

If “Yes”, explain:

_____.

9. Please list the name(s) of all current and former Board members, employees, and consultants and member(s) of the immediate family of any such individual that are either employed or receiving compensation of any kind provided, or agreed to be provided, directly or indirectly from the Placement Agent in connection with the Proposed Investment or as a result of LACERA investing in the Proposed Investment. If none, enter “none” below.

_____.

10. Please list the name(s) of any current or former Board members, employees, and consultants who suggested the retention of the Placement Agent in connection with the Proposed Investment. If none, enter “none” below.

_____.

11. Please confirm that the Placement Agent, and any affiliates, as applicable, is/are registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association or any similar state regulatory agency, or any similar regulatory agency in a country other than the United States. Please describe the details of each registration. If the Placement Agent is not registered with any regulatory agency, please explain why no registration is required.

12. Please state whether the Placement Agent, or any of its affiliates, is registered (or is required to be registered as of a date certain) as a lobbyist with any local, state or national government. Please describe all such registrations.

Any External Manager or Placement Agent that violates the Policy shall not solicit new investments from LACERA for five years after the violation was committed. However, this prohibition may be reduced by a majority vote of the Board at a public session upon a showing of good cause.

Your attention is drawn to Sections 7513.87 and 7513.9 of the California Government Code relating to Placement Agents. Please note, there may be other laws relevant to Placement Agents, and you and any Placement Agent you engage with respect to managing or seeking to manage LACERA assets are strongly encouraged to consult your own legal counsel.

California Government Code section 7513.87:

(a) A person acting as a placement agent in connection with any potential system investment made by a local public retirement system shall file any applicable reports with a local government agency that requires lobbyists to register and file reports and shall comply with any applicable requirements imposed by a local government agency pursuant to Section 81013.

(b) This section does not apply to an individual who is an employee, officer, director, equity holder, partner, member, or trustee of an external manager who spends one-third or more of his or her time, during a calendar year, managing the securities or assets owned, controlled, invested, or held by the external manager.

Please note that Los Angeles County has a lobbyist registration policy: See, for example:

<http://bos.lacounty.gov/Services/Conflict-of-Interest-Lobbyist/Lobbyist-Information>

https://library.municode.com/ca/los_angeles_county/codes/code_of_ordinances?nodeId=TIT2AD_DIV4MIRE_CH2.160COLO

<http://bos.lacounty.gov/LinkClick.aspx?fileticket=DQVCNY5ueRE%3d&portalid=1>

California Government Code section 7513.9:

(a) Any placement agent, prior to acting as a placement agent in connection with any potential system investment, shall disclose to the board all campaign contributions made by the placement agent to any elected member of the board during the prior 24-month period. Additionally, any subsequent campaign contribution made by the placement agent to an elected member of the board during the time the placement agent is receiving compensation in connection with a system investment shall also be disclosed.

(b) Any placement agent, prior to acting as a placement agent in connection with any potential system investment, shall disclose to the board all gifts, as defined in Section 82028, given by the placement agent to any member of the board during the prior 24-month period. Additionally, any subsequent gift given by the placement agent to any member of the board during the time the placement agent is receiving compensation in connection with a system investment shall also be disclosed.

PART TWO: SEC COMPLIANCE

You are expected to comply with all applicable laws, ordinances, rules, and regulations pertaining to investment advisers and the use of placement agents.

The U.S. Securities and Exchange Commission (“SEC”) has adopted rules governing political contributions by certain investment advisors to certain “officials”. “Official” is defined in 17 CFR 275.206(4)-5 as “any person (including any election committee for the person) who was, at the time of the contribution, an incumbent, candidate or successful candidate for elective office of a government entity, if the office: (i) is directly or indirectly responsible for, or can influence the outcome of, the hiring of an investment adviser by a government entity; or (ii) has authority to appoint any person who is directly or indirectly responsible for, or can influence the outcome of, the hiring of an investment adviser by a government entity.”⁴

Four members of LACERA’s Board of Investments (“Investments Board”) are elected by various member constituencies (two by active members, one by retired members, and one by safety members). Furthermore, the Los Angeles County Board of Supervisors appoints the remaining four members of the Investments Board and the County Treasurer and Tax Collector, who is an *ex officio* member of the Investment Board.

Generally, investment advisers are prohibited from providing investment advisory services for compensation within two years after making a political contribution to an official in violation of the SEC

⁴ 17 CFR 275.206(4)-5(f)(6).

rule. LACERA could be adversely affected if you or a covered associate made a prohibited political contribution.

1. Have you or a “covered associate” made a political “contribution” to an “official”, as the quoted terms are defined in 17 CFR 275.206(4)-5 (the “Regulation”) that would make it unlawful under the Regulation for you to provide investment advisory services for compensation to LACERA for any period of time?

Yes _____ No _____

If “Yes”, explain:

2. Are you an investment adviser registered (or required to be registered) with the SEC?

Yes _____ No _____

If “Yes”, go to question 4. If “No”, explain:

3. Are you unregistered with the SEC in reliance on the exemption available under section 203(b)(3) of the Investment Advisor Act of 1940?

Yes _____ No _____

If “Yes”, explain:

4. Have you or a “covered associate” as defined in the Regulation engaged in any of the conduct described in (a)(2) of the Regulation? If so, when?

Yes _____ No _____

If “Yes”, explain:

Please note, there are other relevant SEC compliance issues apart from political contributions. You are strongly encouraged to consult your own legal counsel.

By signing below, you are certifying you are in compliance with all SEC rules and regulations relating to investment advisers and placement agents.

PART THREE: CERTIFICATION

This form, completed and signed by you, will be incorporated into and made a part of any contract or other agreement pursuant to which you manage assets for LACERA.

By signing below, you represent and warrant that the information set forth herein, and attached hereto, is true and correct. Furthermore, you understand that LACERA is relying upon your representations and warranties in determining whether to engage you to provide investment advisory services to LACERA. You agree to update this information in writing within ten days of any happenings that render your responses untrue or inaccurate.

The execution and delivery of this form has been duly authorized by all necessary action by the undersigned.

Name of External Manager: _____

By: _____
Name: _____
Title: _____
Date: _____

ATTACHMENT NO. 1

LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION

PLACEMENT AGENT POLICY

Investment managers in both the public and private markets use placement agents to help them raise capital. The purpose of this Policy is to bring transparency to placement agent activity in connection with LACERA's investments and to help ensure that all investment decisions are made solely on their merits and in a manner consistent with the fiduciary duties of LACERA's Board of Investments (the "Board").

Prior to LACERA investing with any External Manager⁵, Investment Staff shall obtain a written representation from the External Manager, in a form acceptable to the Legal Office, stating that the External Manager has not used a Placement Agent⁶ in connection with LACERA's investment (and that a Placement Agent will not receive compensation from the External Manager if LACERA invests in the investment), or if the External Manager has used a Placement Agent (or if a Placement Agent

⁵ As defined in California Government Code section 7513.8 "External Manager" means either of the following: (1) a Person who is seeking to be, or is, retained by a board or an Investment Vehicle to manage a portfolio of securities or other assets for compensation; (2) a Person who manages an Investment Fund and who offers or sells, or has offered or sold, an ownership interest in the Investment Fund to a board or an Investment Vehicle. (All code section references are to the Government Code, unless otherwise noted.)

As defined in section 7513.8, "Person" means an individual, corporation, partnership, limited partnership, limited liability company, or association, either domestic or foreign.

As defined in section 7513.8, "Investment Vehicle" means a corporation, partnership, limited partnership, limited liability company, association, or other entity, either domestic or foreign, managed by an External Manager in which a board is the majority investor and that is organized in order to invest with, or retain the investment management services of, other External Managers.

As defined in section 7513.8, "Investment Fund" means a private equity fund, public equity fund, venture capital fund, hedge fund, fixed income fund, real estate fund, infrastructure fund, or similar pooled investment entity that is, or holds itself out as being, engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting, owning, holding, or trading securities or other assets. Notwithstanding the preceding sentence, an investment company that is registered with the Securities and Exchange Commission pursuant to the Investment Company Act of 1940 (15 U.S.C. Sec. 80a-1 et seq.) and that makes a public offering of its securities is not an Investment Fund.

⁶ As defined in section 7513.8, "Placement Agent" means any Person directly or indirectly hired, engaged, or retained by, or serving for the benefit of or on behalf of, an External Manager or an Investment Fund managed by an External Manager, and who acts or has acted for compensation as a finder, solicitor, marketer, consultant, broker or other intermediary in connection with the offer or sale to a board or an Investment Vehicle either of the following: in the case of an External Manager as defined in subpart (1) of the definition of an External Manager, the investment management services of the External Manager; in the case of an External Manager as defined in subpart (2) of the definition of an External Manager, an ownership interest in an Investment Fund managed by the External Manager. Notwithstanding the preceding sentence, an individual who is an employee, officer, director, equity holder, partner, member, or trustee of an External Manager and who spends one-third or more of his or her time, during a calendar year, managing the securities or assets owned, controlled, invested, or held by the External Manager is not a Placement Agent.

will receive compensation from the External Manager if LACERA invests in the investment), it will disclose the following in writing, on a form prepared by Staff:

- The name of the Placement Agent and the relationship between the External Manager and the Placement Agent
- A resume for each officer, partner, or principal of the Placement Agent detailing the individual's education, professional designations, regulatory licenses, and investment and work experience
- A description of any and all compensation of any kind provided, or agreed to be provided, to the Placement Agent
- A description of the services to be performed by the Placement Agent
- Representation that the fee is the sole obligation of the External Manager and not of LACERA, the Investment Vehicle, the Investment Fund, or any investor(s) in the Investment Vehicle or in the Investment Fund
- The name(s) of current or former LACERA board members, employees, or consultants or member(s) of the immediate family of any such individual that are either employed or receiving compensation of any kind provided, or agreed to be provided, directly or indirectly from the Placement Agent.
- The name(s) of any current or former LACERA Board members, employees, or consultants who suggested the retention of the Placement Agent
- A statement whether the Placement Agent, or any of its affiliates, are registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association or any similar state regulatory agency, or any similar regulatory agency in a country other than the United States, and the details of that registration or explanation as to why no registration is required
- A statement whether the Placement Agent, or any of its affiliates, is registered (or is required to be registered as of a date certain) as a lobbyist with any state or national government

Any External Manager or Placement Agent that violates the Policy shall not solicit new investments from LACERA for five years after the violation was committed. However, this prohibition may be reduced by a majority vote of the Board at a public session upon a showing of good cause.

LACERA shall not enter into any agreement with an External Manager that does not agree in writing to comply with the Policy.

In the event a Placement Agent is expected to receive compensation of any kind in connection with LACERA's investment with the External Manager, the Investment Office will notify the Board in the memorandum discussing the recommended/approved investment. If an External Manager breaches this Policy, Staff will notify the Board in a timely manner.

Revised September 11, 2015

LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION

REQUEST FOR INFORMATION (RFI)

REAL ASSETS COMPLETION PORTFOLIO INVESTMENT MANAGEMENT SERVICES

MINIMUM QUALIFICATIONS COMPLIANCE

(To be signed by an authorized person⁷ and returned with RFI response)

Respondent hereby certifies that it meets all of the following minimum qualifications:

YES / NO

- 1. The organization must be registered with the U.S. Securities and Exchange Commission as an investment adviser, unless the organization is exempt from registration due to its status as a bank or insurance company.
- 2. As of June 30, 2018, the investment manager must have a minimum \$5 billion in total assets under management in similar products as the mandate for which the manager is being hired by LACERA. These assets under management must include the following three Real asset strategy categories: Infrastructure, Master Limited Partnerships, and Natural Resources equity securities.
- 3. The organization must have at least a three-year performance track record as of June 30, 2018 for the Proposed Product(s) or comparable product(s) provided to institutional investors through liquid Real Assets portfolio strategies.
- 4. The organization must have at least one client for which it manages a customized Real Assets completion portfolio which includes at least two of the following asset categories: listed Infrastructure, Master Limited Partnerships, Natural Resources equity securities, REITS, and commodity futures.
- 5. The organization must conform to Global Investment Performance Standards for performance reporting.

Name

Signature

Title

Date

⁷ Your signature indicates your authority to act on your firm’s behalf, and that all of the information your firm has provided in response to this RFI is true and correct to the best of your knowledge. Failure to disclose accurate information may result in immediate disqualification from the evaluation process.

LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION

REQUEST FOR INFORMATION (RFI)

FOR

REAL ASSETS COMPLETION PORTFOLIO

October 1, 2018

CONTACT INFORMATION

FIRM NAME: _____

ADDRESS: _____

CONTACT NAME: _____

TITLE: _____

TELEPHONE #: _____

FACSIMILE #: _____

E-MAIL: _____

STRATEGY UNDER CONSIDERATION: _____

SECTION 1

A. COMPANY BACKGROUND AND GENERAL DESCRIPTION

1. Please indicate your firm’s fiduciary classification(s):
 - Bank
 - Insurance Company
 - Registered Investment Advisor
(Investment Advisers Act of 1940)
 - Affiliate of Fiduciary
 - Other _____
2. Please give a brief history of the firm including:
 - a) The year organized
 - b) The year the firm began managing the Proposed Product
 - c) The year the Proposed Product was introduced
3. Please describe the nature of the firm’s ownership, including specific details about any affiliated companies or joint ventures. Please provide a breakdown of the firm’s ownership, identifying employee owners as well as any affiliated or outside interest.
4. Please provide an organizational chart that diagrams the interrelationships between the firm, its professional staff, and any parent-subsidiary, affiliate, or joint venture entities.
5. Please provide an organization chart that includes all senior management and all investment professionals.
6. Please provide the location and function of each of your firm’s offices as follows:

HEADQUARTERS OR REGIONAL OFFICE	LOCATION	FUNCTION	NUMBER OF PROFESSIONALS

7. Please discuss the overall business objectives of your firm concerning future growth. Comment on any present or planned areas of emphasis in the near to intermediate term.
8. Please provide a summary of your firm’s internal controls structure. Does the firm conduct periodic risk assessment? Provide a copy of your firm’s SSAE 16 SOC-1 and SCO-2, if available, or other internal controls review documentation.
9. Does the firm have a Chief Compliance Officer (CCO)? What is the name of that individual? Do they have legal training? Please attach their biography and a copy of your compliance manual. (The manual should be attached in a separate file.)
10. Has your firm adopted a Code of Ethics? If so, please provide. If not, why not?

11. Has your firm ever experienced a significant violation of your compliance or ethics policy? If a violation has occurred, please explain what happened, how the violation of the firm's policies was handled, and how the issue was resolved.
12. How does the firm monitor employee investment and trading?
13. Over the history of your firm, has your organization, affiliates, parent, any officer, or principal been involved in any inquiry/investigation by a federal or state governmental agency related to your investment activities? If so, provide a brief explanation and indicate the current status.
14. Has your firm been audited by the Securities and Exchange Commission ("SEC") or any regulatory agency in the last ten years? If yes, please provide a summary of findings and actions taken, if any.
15. Please describe any potential conflicts of interest your firm may have in the management of this account. Include any activities of affiliated or parent organizations, brokerage activities, investment banking activities, or any past or current relationships of any kind with LACERA Board members. Include any other pertinent activities, actions, or relationships not specifically outlined in this question.
16. Please describe the levels (dollar amounts) of coverage for SEC-required (17g-1) fidelity bonds, errors and omissions coverage, and any other fiduciary coverage that your firm carries. List the insurance carriers supplying the coverage.
17. Does your firm have a responsible investment (RI) or environmental, social, and governance (ESG) policy? If so, please provide.
18. Please describe your Disaster Recovery and Business Resumption Plan.
19. Please provide a copy of your most recent audited financial statements.
20. Please provide a complete Form ADV (including Parts 1, 2A, and 2B).

B. ASSETS UNDER MANAGEMENT

1. Please provide asset data for the sub strategies such as Infrastructure, MLPs and Natural Resources for all available time periods (US\$ millions):

	6/30 2018	12/31 2017	12/31 2016	12/31 2015	12/31 2014	12/31 2013	12/31 2012	12/31 2011
Total AUM (all products)								
Total discretionary AUM for proposed strategy								
Total capital invested in liquid securities in the real asset categories of infrastructure, MLPs and Natural Resources								
Total tax-exempt institutional capital invested in Real Assets or related strategies								
Number of clients								

2. Please provide a current list of all the investment products/strategies offered by the firm. Include the total amount of assets managed under each strategy, whether the strategy is open or closed, and, if applicable, the amount of capacity currently available in each strategy.
3. Please list any products the firm has completely liquidated or merged with an existing product. Briefly explain why the product was liquidated or merged.
4. Please list other products that overlap with this strategy. How much in AUM do you manage in each of these products, and what percentage of the portfolios overlap?
5. What is the projected asset capacity for a product or composite most similar to LACERA’s proposed custom mandate (“Proposed Product”) and what steps would be taken as assets under management approach the capacity level?
6. Do you offer (or sub-advise) open ended mutual funds or commingled funds for similar products such as LACERA’s Proposed Product? If so, what is its name and symbol?
7. Please list the number of clients and assets gained and lost for similar products such as LACERA’s proposed mandate for the time periods below, if available (US\$ millions where applicable):

YEAR	NUMBER OF CLIENTS GAINED	ASSETS GAINED	NUMBER OF CLIENTS LOST	ASSETS LOST	NET ASSETS GAINED/ LOST	NET CLIENTS GAINED/ LOST
6/30/2018						
2017						
2016						
2015						
2014						
2013						
2012						
2011						

8. Please provide details including the name, asset value, and the reason for termination for any tax-exempt institutional client relationship invested in the Proposed Product over the past five years or during the history of your firm (US\$ millions where applicable):

CLIENT NAME	MARKET VALUE	REASON FOR TERMINATION

9. Please provide the name and contact person's name, title, and telephone number of three clients who have terminated your firm's services in the last five years or during the history of your firm. This information must be provided in the format shown below:

CLIENT NAME	CONTACT	TITLE	PHONE NUMBER

10. Please list major U.S. tax-exempt pension accounts currently managed, including all public and ERISA fund clients, in the Proposed Product (US\$ millions where applicable):

NAME	INCEPTION DATE	MARKET VALUE (6/30/2018)

C. PROFESSIONAL STAFF (please provide data for all available time periods)

1. List the total number of persons employed for the Proposed Product as follows:

	6/30 2018	12/31 2017	12/31 2016	12/31 2015	12/31 2014	12/31 2013
Portfolio Managers						
Research Analysts						
Economists						
Marketing						
Trading						
Administration						
Client Service						
Other (Specify)						
TOTAL:						

2. Please list all principal officers, portfolio managers, analysts, and client service officers involved in the Proposed Product. Only list those individuals that will be directly involved in account management. Highlight the person(s) who would be responsible for this account. This information must be provided in the format shown below:

NAME	TITLE	RESPONSIBILITIES	TOTAL YEARS OF EXPERIENCE	TOTAL YEARS AT FIRM	EDUCATION/ SCHOOL	DEGREE

3. Please provide a written biography for each person listed above.
4. Are any investment professionals under employment contracts? If so, please discuss the nature of the contracts.
5. For each portfolio manager, please specify their location as well as the total number of accounts and U.S. dollar value of assets that each manages. Indicate the total number of accounts and assets managed by each that are U.S. tax-exempt accounts.
6. For each portfolio manager, please discuss, in detail, their various responsibilities (i.e., portfolio management, marketing, operational, or any other responsibility) and the percentage of their time spent on each function.
7. For each portfolio manager, please specify if they have personal assets invested in the product.
8. Have any investment team members or executive level personnel left or joined the firm in the last five calendar years or over the history of your firm, whichever is applicable?

If so, indicate the dates and why they joined or left. Describe their responsibility for products. Please list job titles, duties, and years with the firm as well as the replacement(s) of the personnel that have left.

9. Describe the compensation and incentive program for professionals directly involved with the Proposed Product. Describe the percentage of compensation from base salary, performance bonus, equity incentives, and any other income sources. How has the compensation and incentive program changed over the past five years or over the history of your firm, whichever is applicable? Is the program expected to change in the future? What incentives are provided to attract and retain talent?

D. INVESTMENT PHILOSOPHY AND PROCESS

1. Please describe your investment philosophy and process for how your firm would construct a portfolio for LACERA's custom mandate. Are changes in your philosophy currently being contemplated? What changes have been made to your investment process since the inception of the Proposed Product?
2. What is the expected annualized return, risk, and dividend yield for the Proposed Product?
3. Please describe the following:
 - a) The investment decision-making process including the titles and responsibilities of the various individuals involved at each stage. What, macroeconomic or technical analyses are used? What latitude do portfolio managers have?
 - b) How are individual stock weights determined? Does liquidity factor into the determination of stock weights? Are limits established for different capitalization ranges?
 - c) The universe from which securities are selected.
 - d) What is your definition of a developed market stock, i.e., incorporated in local country, headquartered in local country, primary exchange listing is in local country, majority of revenue is derived from local country, or any other relevant factors? The market capitalization and liquidity criteria that you apply to stock selection.
 - e) Do you impose market capitalization or liquidity cutoffs?
 - f) How do portfolios differ based on client objectives?
4. Please provide an organizational chart indicating the flow of information in the decision-making process for this product. Do you have staff dedicated to ESG analysis? If so, please describe staff's position within the organizational structure and how they interact with portfolio managers.
5. What are the most important company attributes that you look for when selecting stocks?
6. What role does an economic forecast play in your investment process?
7. What percentage of the investment process is bottom-up versus top-down?

8. Describe the firm's portfolio construction process.
 - a. What specific factors are integral to the portfolio construction process? What is the relative importance of these factors?
 - b. Discuss the quantitative and qualitative processes utilized.
 - c. What latitude is given to portfolio managers within the proposed team? Are portfolio buy/sell decisions made on a team basis or by an individual portfolio manager?
 - d. In which countries and/or markets do you invest?
 - e. What exchanges are utilized?
 - f. Specify any circumstances under which the firm would deviate from the portfolio construction process.
 - g. How does your firm implement its investment philosophy (e.g. buy/sell decisions)? Under what circumstances would your firm deviate from its disciplines?
 - h. Are economic sector or industry limits utilized? If any economic sectors or industries are avoided, discuss which ones are and why? How and why might such limits change in the future?
9. Describe your firm's competitive advantage. How sustainable is this competitive advantage? Why does your firm believe you offer a superior service in this style of investing versus your peers?
10. What vehicles do you use in executing your strategy (i.e., local country shares, ADR's, GDR's, country-specific mutual funds, country-specific closed-end funds, ETF's)?
11. Do you use derivatives? If so, what type? Under what circumstances? To what extent?
12. How is currency managed in the investment process? Actively or as a hedge? What instruments are utilized, e.g., forwards and futures?
13. Please elaborate on your definition of risk as it pertains to the Proposed Product and discuss the tools that you use to manage it. Describe your firm's internal risk control procedures related to portfolio construction at the security and total portfolio levels. What tools are used to measure risk? What are the most significant risks the portfolio is currently exposed to? Do you look across the portfolio for common risk exposures?
14. Does the Proposed Product employ a style bias (e.g. value or growth)?
15. Please describe your sell discipline.
16. What, if any, quantitative models do you use in your process? Who developed and maintains the model(s)? How do you measure their effectiveness?

17. In what market environments can your strategy be expected to outperform and underperform? What is potential downside in an adverse environment?
18. What unique attributes distinguish your Proposed Product from its competition?
19. What is the most appropriate benchmark to evaluate your product?
20. What has been your realized tracking error vs. the benchmark over the past three and five years (or since the inception of the Proposed Product)?
21. From a performance attribution perspective, what is the percentage of expected alpha from strategic allocation, stock selection, sector allocation, and country allocation (if applicable)? For each of the last five years (or since the inception of the Proposed Product), please provide the actual alpha from strategic allocation, stock selection, sector allocation, and country allocation.

22. Please provide the *weighted average* market capitalization (in US\$ millions) for the Proposed Product as of the dates listed below, if available:

06/30/2018 _____ 12/31/2017 _____ 12/31/2016 _____ 12/31/2015 _____
 12/31/2014 _____ 12/31/2013 _____

23. Please provide the *median* market capitalization (in US\$ millions) for the Proposed Product as of the dates listed below, if available:

06/30/2018 _____ 12/31/2017 _____ 12/31/2016 _____ 12/31/2015 _____
 12/31/2014 _____ 12/31/2013 _____

24. Please provide the average annual portfolio turnover for the Proposed Product for the periods listed below, if available:

06/30/2018 _____ 12/31/2017 _____ 12/31/2016 _____ 12/31/2015 _____
 12/31/2014 _____ 12/31/2013 _____

25. For Non-U.S. investments products, please provide the portfolio and benchmark weights for key markets within the proposed strategy’s policy benchmark. Please itemize all countries whose weights comprise two percent or more of the portfolio:

	6/30/18 Port/BM	12/31/17 Port/BM	12/31/16 Port/BM	12/31/15 Port/BM	12/31/14 Port/BM	12/31/13 Port/BM
Country X	/	/	/	/	/	/

26. What is the average percentage that is expected to be held in cash? Provide the annual actual average cash level for the Proposed Product for the periods listed below, if applicable:

06/30/2018 _____ 12/31/2017 _____ 12/31/2016 _____ 12/31/2015 _____
12/31/2014 _____ 12/31/2013 _____

27. Please provide a sample portfolio as an attachment.

28. Please attach a sample of the investment policy/guidelines for a representative account similar to the Proposed Product.

29. Please provide the most current proxy voting policy for a representative account similar to the Proposed Product. How often is the firm's policy updated? Does your firm vote according to its own, customized policy or does the firm use a benchmark policy from a service provider? If you use a vendor's benchmark policy, please identify which policy.

30. Please describe how responsible investment (RI) and environmental, social, and governance (ESG) considerations fit within your investment philosophy.

- a) Does your firm have a policy addressing environmental, social, or governance (ESG) factors in investing, responsible investing, and sustainable investment? If so, please provide a copy.
- b) To what percentage of your firm's assets under management does the policy apply?
- c) Please briefly explain your philosophy, if any, for integrating ESG analysis into the investment process, including whether ESG factors present risks to financial performance or opportunities for enhanced financial performance.
- d) Is the firm a signatory to the Principles for Responsible Investment (PRI)? If yes, please provide a copy of your latest RI Transparency Report. Include the firm's assessment of the extent to which the RI Transparency Report accurately captures your approach to responsible investment. Identify any formal associations addressing responsible investment or ESG that the firm is affiliated with, if any?

E. RESEARCH

1. If you have internal research capability, state what specific research is conducted at each location.
2. How are research assignments distributed?
3. What sources do you use to obtain data in the course of executing your investment process? What are your firm's pricing sources for portfolio valuation?
4. What data sources, research, or tools, if any, do you utilize to assess ESG factors and how is this information incorporated into your investment process?

5. Please provide any commentary you feel would communicate the uniqueness of your firm's research efforts.
6. Please provide as an attachment any white paper or research material provided to clients of the Proposed Product.

F. TRADING AND OPERATIONS

1. Please describe your trading process, capabilities, and systems for securities.
2. How do you manage trading positions given each security's liquidity profile?
3. How do you monitor trading costs (defined as market impact plus commissions)?
4. Discuss the transaction costs associated with the Proposed Product. What was the average cost (in basis points) in commissions on trades executed for each of the past three years (or for as many years as applicable)? Do you expect these costs will be materially different in the next 12 months?
5. Please provide the average days of trading volume held across all of the Proposed Product's accounts⁸.
6. Describe in detail, your firm's risk control procedures pertaining to trading for securities.
 - a) Please describe your procedures for trade authorizations.
 - b) Describe your firm's systems and procedures for ensuring pre- and post-trade guideline compliance. What is the process for resolving guideline compliance violations?
 - c) How does your firm ensure that individuals do not trade for their own account(s)?
7. Please describe your trading process, capabilities, and systems for currencies (if applicable).
8. Describe, in detail, your firm's risk control procedures regarding trading currencies (if applicable).
 - a) Please describe your procedures, process, and systems for executing currency transactions.
 - b) How does your firm monitor foreign exchange executions?
9. Please describe your firm's trade allocation process.
10. Please describe how trade information flows from execution to reconciliation with the custodian. Include all systems used and the timing of each step in the process.
11. Is your firm, its parent, or affiliate a broker-dealer?

⁸ Defined as: Number of days required to trade all portfolio securities/Number of securities in portfolio

12. Please provide a list of the broker-dealers your firm has traded with over the past three years. How are they selected and monitored? Give examples to support your answer. Please include any soft dollar commitments you have with these broker-dealers.
13. What percent of your trades are soft dollar?
14. Has an external firm audited these procedures? If so, please attach a copy of the most recent evaluation. If not, why not?

G. PERFORMANCE (Please provide data for the years shown below if available. **No simulated results will be accepted**).

1. Provide annual performance on a total return basis for the Proposed Product's composite for the time periods listed below, if available.

	YTD 6/30/2018	2017	2016	2015	2014	2013
Total Return (US\$) (gross of fees)	%	%	%	%	%	%
Total Return (US\$) (net of fees)	%	%	%	%	%	%
Benchmark (US\$) (Specify)	%	%	%	%	%	%
Excess Return (US\$) (net of fees)	%	%	%	%	%	%

2. Break out the returns by sub asset category (e.g. Infrastructure, natural resources, etc.)
3. Provide attribution analysis and their weights by sub strategy including sub strategy weights in a table format.
4.
 - a) Is the performance history submitted consistent with the Global Investment Performance Standards (GIPS®) of the CFA Institute?
 - b) Are these returns audited? If yes, please submit a letter from your firm's independent certified auditor or a third party vendor attesting to the accuracy of the information provided in this section and that returns were calculated according to GIPS standards. The letter must indicate that the firm independently verified all data presented in this section.
5. Describe in detail how investment returns in question **G-1** were calculated. Describe client base and indicate which accounts were included (i.e., one representative account, equal weighting of public fund accounts, etc.).

6. Please provide the highest and lowest return (gross of fees) contained in the composite in question **G-1** for each year available. Comment year by year as to the cause of the return dispersion.

	2017	2016	2015	2014
High Return	%	%	%	%
Low Return	%	%	%	%
Difference	%	%	%	%

7. Please provide an Excel spreadsheet on a flash drive with the proposed composite's monthly and quarterly returns gross of fees and net of fees since inception.
8. Would full transparency of positions and portfolio holdings be available to LACERA, should the Proposed Product be selected? If no, please describe what type of information would be provided. Would top positions be provided? If so, how many top positions would be provided and would the name and size of position be provided for each or in aggregate?

H. FEES

1. What are your proposed fees for the Proposed Product based upon a \$1 billion or \$2 billion account? List separate schedules for separate/commingled account management. Include custody and all additional charges where appropriate.
2. Do you offer alternative fee arrangements (flat fees or performance fees)? Please describe such arrangements.
3. Is there any fee recapture or "high watermark" for a proposal that includes a performance fee?

I. CLIENT REFERENCES

1. Please provide the firm name, address, contact name, title, and phone number for three references invested in the subject product.

FIRM NAME	ADDRESS	CONTACT	TITLE	PHONE