

**EMPLOYEES' RETIREMENT SYSTEM
ELECTED OFFICIALS' RETIREMENT SYSTEM
and OPEB TRUST – CITY OF BALTIMORE**

7 EAST REDWOOD STREET -12th Floor
BALTIMORE, MARYLAND 21202
www.bcercs.org

**REQUEST FOR PROPOSAL
GENERAL INVESTMENT CONSULTANT**

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SECTION I: INTRODUCTORY SECTION

This section contains important information covering the Baltimore City Employees Retirement System (ERS), the Elected Officials' Retirement System (EOS) as well as the Retiree Benefit ("OPEB") Trust and the proposal process for selecting a General Investment Consultant. For the purpose of this RFP, the two Retirement Systems and the OPEB Trust will be referred to as Baltimore City Employees' Retirement Systems (BCERS).

1. INTRODUCTION & BACKGROUND

The Baltimore City Employees' Retirement Systems (BCERS) is soliciting proposals for a full service professional investment consulting firm with broad investment expertise and service capabilities to assist the Board and work operationally with the BCERS staff. The Board will be contracting with only one investment firm to assist with the management of the BCERS.

The Employees' Retirement System was established January 1, 1926 and is a contributory defined benefit local government retirement plan that provides normal service retirement, disability and death benefits to non-uniformed employees of the City of Baltimore, and to the survivors and beneficiaries of such employees. The members' contributions are 5% of pay. As of June 30, 2021, the total ERS membership is 18,572.

The Elected Officials' Retirement System was established December 5, 1983 and is a contributory defined benefit local Government retirement plan that covers the Baltimore City Mayor, the Comptroller, the President of the City Council and members of the City Council. The plan provides normal service retirement, disability and death benefits for its members. EOS covered members who contribute 5% of salary.

Both ERS and EOS are established by City Ordinance as contained in Article 22 of the Baltimore City Code, as provided on the Baltimore City website:

[https://legislative.reference.baltimorecity.gov/sites/default/files/Art%2022%20-%20Retirement%20Systems_\(rev%2004-11-22\).pdf](https://legislative.reference.baltimorecity.gov/sites/default/files/Art%2022%20-%20Retirement%20Systems_(rev%2004-11-22).pdf)

The OPEB Trust was established in 2007 by the City, in response to the Governmental Accounting Standards Board Statement Numbers 43 and 45, to pre-fund retiree healthcare and other post-employment benefits ("OPEB Trust").

As a fiduciary body the BCERS Board is required to utilize its expertise in public fund investing to independently manage and invest funds of the BCERS. The three funds are governed by a **single nine member Board of Trustees** comprised of: two ex-officio members; four members appointed by the Mayor, two of which are subject to recommendations made by the President of the City Council; two trustees elected by the active members of the ERS System; and one trustee elected by the retired members of the ERS System. Appointed and elected trustees each serve a four-year term. Appointed trustees continue to serve until replaced by the Mayor or until the expiration of two consecutive full terms.

The members of the Board, in conjunction with the Executive Director determine policies and make investment decisions concerning the administrative and investment operations of the Systems. The general consultant will have primary responsibility as the consultant on matters related to asset allocation, performance management, investment policy, investment managers searches and oversight, client relations, and other matters as may be required by the System's custodian- The Bank of New York Mellon and actuary - Cheiron, Inc.

1.1 ERS Asset Allocation:

Please refer to the BCERS' Statement of Investment Objectives, Policies and Guidelines, for information on the investment program, as outlined in the Board of Trustees Governance Manual posted on our website: <https://www.bcercs.org/publications/governance-manual/>

The current investment managers for ERS, EOS and the OPEB Trust are contained in **Appendix B**.

The 6/30/21 Annual Comprehensive Financial Reports (ACFRs) are posted on our website: ERS – <https://www.bcercs.org/wp-content/uploads/2021/12/ERS-ACFR-LowRes.pdf>

EOS – <https://www.bcercs.org/wp-content/uploads/2021/12/EOS-ACFR-LowRes.pdf>

As of March 31, 2022, the BCERS' total portfolio is **valued at approximately \$3.2 billion** with target allocations as follows:

Employees' Retirement System -- **\$2.1 billion**

Asset Class	Target
U.S. Equity	28%
International Equity	15%
U.S. Fixed Income	22%
Private Equity	15%
Defensive Equity	7%
Real Estate	13%

Elected Officials' Retirement System -- **\$30 million**

Asset Class	Target
U.S. Equity	34%
International Equity	21%
Defensive Equity	13%
U.S. Fixed Income	22%
Real Estate	10%

OPEB Trust -- **\$867 million**

Asset Class	Target
U.S. Equity	29%
Non-U.S. Equity	22%
U.S. Fixed Income	19%
Defensive Equity	8%
Real Estate	13%
Private Equity	9%

2. SCOPE OF SERVICE

Under the direction of the Board of Trustees, and staff, the consultant will provide comprehensive full-retainer, general investment consulting advice and services. Specifically, the successful firm will demonstrate superior experience and capability in the areas of investment policy development and compliance, investment manager research and selection, private markets due diligence and search, asset allocation, risk management and Trustee education. The following are examples of the duties the ERS expect the general investment consultant to perform.

2.1 Policy Duties:

- Provide recommendations concerning long-term investment policy, investment objectives and strategy, including manager continuation policies and rebalancing policies.
- Provide recommendations concerning investment goals, policies, guidelines and procedures for private and publicly managed portfolios.
- Provide recommendations concerning: proxy voting policies and guidelines, risk management strategies, and other policy issues.
- Provide compliance monitoring.

2.2 Asset Allocation & Total Portfolio Duties:

- Conduct periodic asset allocation/asset liability studies.
- Provide asset class research, analysis, and recommendations.
- Provide access to analytical software and tools (if available)
- Provide recommendations concerning securities lending strategies, and compliance monitoring of the securities lending program.
- Provide recommendations concerning custodial arrangements, specifically custodian search and review services.
- Assist with actuary search services (as necessary).
- Provide investment professional fee negotiation services (cost containment).
- Provide recommendations concerning brokerage issues, including directed brokerage, and transition manager services.

2.3 Investment Manager Oversight Duties:

- Support and provide on-going monitoring of investment managers (by asset class).
- Provide investment manager selection services and recommendations.
- Provide investment manager compliance monitoring to ensure that investment managers comply with the terms of their contracts.
- Provide on-going monitoring of investment manager AIMR compliance.
- Provide access to analytical software and tools.
- Monitor trading programs (cost containment).
- Provide recommendations concerning investment manager allocation and structure, manager guidelines and benchmark identification.

2.4 Performance Measurement and Attributions Duties:

- Provide performance measurement duties on a quarterly basis and on an as needed basis.
- Compare total portfolio investment performance to custom policy benchmarks in order to demonstrate the value added by active management (if any).
- Provide benchmark evaluation, implementation, and analysis.
- Provide access to performance and attribution analytical software, if any.

- Provide recommendations concerning risk management strategies.

2.5 Training, Education and Client Relations Duties:

- Attend Board meetings and other special meetings, as specified in the annual meeting schedule, to present performance, program updates, research, analyses, written reports, and recommendations.
- Provide monthly, quarterly & annual year-to-date performance for all managers.
- Coordinate effectively with the actuary and the custodian bank.
- Provide assistance on special projects, as needed.
- Participate in ad hoc workshops on specific issues designated by the Board.
- Provide client contact for operational issues between meetings.
- Develop educational materials.
- Provide investment education and training on a periodic basis.
- Respond to inquiries between meetings in an appropriate and timely manner.
- Share all firm research, including white papers, and provide access to research staff.
- Report, in a timely manner, any significant changes in the firm's organizational structure and staffing.
- The investment consultant may also be asked to provide other services as required by the Board and/or the staff.

3. MINIMUM REQUIREMENTS

A proposing firm (Proposer) must meet all of the following minimum qualifications to ERS satisfaction to be given further consideration. The Proposer must complete the *Minimum Qualification Certification (Attachment 1)* substantiating that the Proposer satisfies all minimum qualifications and requirements. Failure to satisfy each of the minimum qualifications may result in the immediate rejection of the proposal.

- The firm must have been in business for at least five (5) years providing general consulting services plus private equity consulting services.
- The senior members of the firm must have worked together for at least three (3) years.
- The firm must be directly responsible for the management of the account, and all personnel responsible for the account must be employees of the firm.
- Must currently serve as consultant for at least five pension funds each with assets over \$1.5 billion in the public funds, endowment, or corporate pension fund markets. Must also consult for clients with private equity investment programs of at least \$2B in commitments.
- The primary consultant assigned to the BCERS relationship must have a minimum of five (5) years of consulting experience with defined benefit public pension plans, and have been employed by the firm for at least three (3) years.
- Serve as a fiduciary to the Board and acknowledge in writing to comply with the Board's Investment Policies and Guidelines.
- The firm must not have existing or potential material conflict of interests to the BCERS Board, staff, actuary, auditor, investment managers, or other consultants.

- Maintain a current registration with the Securities and Exchange Commission as an Advisor under the Investment Advisory Act of 1940 as amended.
- The firm must carry the following insurance coverage or must have applied for it by the RFP submission date:

a. General Liability	Min	\$ 5,000,000
b. Error and Omissions (Professional Liability)	Min	\$5,000,000
c. Fiduciary Liability	Min	\$ 1,000,000
d. Workers' Compensation and Employer's Liability	Min	\$ 1,000,000

ERS reserves the right to require a higher insurance coverage, if it deems necessary.

All minimum qualifications must be met as of **May 9, 2022 – 3:00 P.M. Eastern Daylight Time (EDT)**.

4. INFORMATION REQUIREMENTS

PROPOSAL COMPLETION AND SUBMISSION PROCEDURES

Please complete all questions in the order that they are presented in this Request for Proposal (RFP). Include all section and question numbers in your responses. Any additional comments or information may be provided in Section II, Part B.

The individual(s) who is (are) authorized to bind the Proposer contractually must sign a cover letter, which will be considered an integral part of the proposal. This cover letter must indicate the signer is so authorized and must indicate the title or position that the signer holds in the Proposer's firm. **An unsigned cover letter shall cause the proposal to be rejected.** The cover letter must contain a statement that the firm acknowledges that all documents submitted pursuant to this request for proposal process will become a matter of public record.

4.1 The cover letter must also contain the following:

- The Proposer's name, address, telephone and facsimile numbers, and email address.
- The Proposer's Federal Employer Identification Number and Corporate Identification Number, if applicable.
- The name, title or position, and telephone number of the individual signing the cover letter.
- A statement indicating the signature is authorized to bind the Proposer contractually.
- The name, title or position, and telephone number of the primary contact and/or account administrator, if different from the individual signing the cover letter.
- A statement to the effect that the proposal is a firm and irrevocable offer, good for five years with two one-year options.
- A statement expressing the Proposer's willingness to perform the services as described in this RFP.
- A statement expressing the Proposer's availability of staff and other required resources for performing all services and providing all deliverables within specified time frames.
- A signed and completed copy of Appendix C, Representations and Warranties.

4.2 Proposal Requirements

The BCERS Board of Trustees desires that response to the RFP be as succinct as possible while still providing sufficient information for evaluation of the respondent's qualifications, approach and ability to meet the BCERS' needs in a responsive and cost-efficient manner.

4.3 Restrictions

- **Respondent Restriction**

The current Alternatives Consultant of BCERS will not be permitted to submit a Proposal for General Consultant.

- **Respondent Communications**

Questions and requests for clarification relevant to this RFP should be submitted in writing during the time frame defined above. Assistance will be available to firms seeking clarification to questions or comments stated in this RFP.

- **Contact with Board Members is Prohibited**

During the Consultant search, a prospective provider of such services shall not have any contact with members of the Board of Trustees. In order to ensure fairness, after the RFP is issued, Board members shall be prohibited from responding to any inquiries or discussions with interested consulting firms where there is a potential for bias or favoritism or appearance of impropriety due to personal or potential conflict of interest. Monthly Board meetings are excluded from this restriction.

After the Q&A period, BCERS staff will also be prohibited from responding to any inquiries or discussions with interested firms where there is a potential for bias or favoritism or appearance of impropriety due to personal or potential conflict of interest. Contact with Board Members or staff within the prohibited period may lead to disqualification.

4.4 Certificate of Independence

Finalist candidates to this RFP will be required to file with the Executive Director a Certificate of Independence indicating whether or not the firm or any individuals with the firm have a possible conflict of interest or any relationship with the Board members or certain BCERS staff.

4.5 Proposal Submission and Search Schedule

Proposals must be received no later than **June 27, 2022 at 3 p.m. EDT**

Any proposals received after this date and time will be rejected. BCERS does not accept any responsibility for receipt of any proposal that is improperly labeled, lost or delivered late. Once received by BCERS, a proposal cannot be altered or replaced.

Four original paper copies of the proposal, and one electronic CD copy, all fully signed and sealed, shall be submitted to:

David A. Randall, Executive Director
Employees' Retirement Systems, City of Baltimore
7 East Redwood Street, 12th floor
Baltimore, MD 21202

One full electronic copy in PDF format shall be emailed to: RFPERS@bcers.org

Faxed copies will not be accepted.

4.6 Search Schedule:

April 21, 2022	Board approval to conduct RFP process for General Consultant
May 2022	RFP publicly advertised, posted on ERS website & distributed to firms
Friday, May 27, 2022	Deadline for Question submissions via e-mail, 12:00 p.m. EDT
Monday, June 27, 2022	Deadline for submission of Proposal 3:00 p.m. EDT
August 18, 2022	Summary Report of all proposals presented to the Board of Trustees for determination and selection of finalists for presentation
September 15, 2022	Board interview of finalists & selection of Investment Consultant.
September – October 2022	Contract determination and COB Board of Estimates approval before commencement of services.

4.7 Inquiries -- Submission of Written Questions

Should a firm need further clarification on the questions or specifications contained in the RFP, the Proposer may email questions to RFPERS@bcers.org by May 27, 2022 at 12 Noon EDT. The subject line of the email should show the name of your firm and "Consultant RFP Question". Responses to questions will be posted our website, www.bcers.org.

4.8 Proposal Applicability

To allow sufficient time for contract negotiation, all prices and conditions stated in the proposal must be firm for a period of 180 days from the deadline for submission of proposals.

4.9 Governing Law

This procurement and any agreement with Proposers that may result shall be governed by the laws of the City of Baltimore and the State of Maryland. Submission of a proposal constitutes acceptance of this condition.

5. Evaluation Criteria & Process

Fees and compensation will be an important factor in the evaluation of investment consulting proposals. However, the BCERS Board is not required to choose the lowest cost bidder. The BCERS Board will select that firm which, in the Board's sole discretion, best serves the overall needs of the plan participants and beneficiaries. The BCERS Board has approved within this RFP the methodology and criteria by which submitted proposals will be scored. Selection of finalists and determinations of compliance with minimum qualifications is solely and exclusively within the judgment of the BCERS Board and may be made solely on the basis of the BCERS Board's evaluation of a candidate's suitability.

A summary of all proposals will be presented to the BCERS Board of Trustees. The Board will select the finalists for interview presentations. The following is a summary of the **general** considerations that will be used to determine the firms that will be selected as finalists:

- Objectivity of Investment Advice
- Understanding of the BCERS Board & Ability to Deliver
- Firm Experience & Client Relevant Experience
- Analytical Tools, Research & Process
- Firm Personnel & Proposed Consultant Team
- Client & Industry Feedback

SECTION II: CONTENTS OF PROPOSAL

Section II outlines the information that is to be included in your proposal. The information requested must be provided in the prescribed numbered format. All questions must be repeated in their entirety before each of the answers is provided. Responses that deviate materially from the prescribed format may lead to the rejection of the proposal.

When completing the firm's response to this proposal, please be as clear, accurate, and complete as possible in your responses. Providing incomplete or misleading data may lead to disqualification of the proposal and elimination of the firm from the search process.

PART A: QUESTIONS

Organizational/Personnel and Independence

1. Please provide the following contact information:
 - Name:
 - Title:
 - Address:
 - Email Address:
 - Phone Number:
 - Facsimile Number:
 - Firm's Internet (www) Address:
2. Please provide the following firm information:
 - a. An overview of the firm, including its history and any special expertise or experiences that would be relevant to the BCERS.
 - b. A description of the structure of the firm, which includes the parent company and any affiliated companies and/or joint ventures. If any near-term changes to the firm's corporate or organizational structure are anticipated, please also note these.
 - c. List the owners of the firm (from largest to smallest with respect to ownership) and their ownership percentages. Please include individuals and all other entities.
3. Please list all office locations and the number of individuals working in each office. Please specify which office would primarily serve the BCERS relationship.
4. For the calendar year ended December 31, 2021, please list all services provided by the firm, the nature thereof, and the percentage of total income that such services represent. If the firm has an ultimate parent company, please list the percentage of total income that the firm's services represent to the ultimate parent company.
5. Does the firm or does an affiliate of the firm serve as an investment manager for clients or accept fees from investment managers? If yes, please fully describe the nature of this activity.
6. Does the firm or does an affiliate of the firm act as a securities broker-dealer or introducing broker? If yes, please fully describe the nature of this activity.
7. Explain any potential for conflict your firm would have in servicing the Plan. Conflict may include, consulting relationships, brokerage relationships, money management activities, fees relationships with money managers, soft dollars, etc. What procedures are in place that would mitigate or eliminate potential conflicts of interest?

8. Please explain in detail any potential conflicts of interest that are currently created by the firm's representation of the BCERS Board. Does your firm, its principals, or any affiliate, own any part of a money management firm, broker-dealer or other organization that sell services to institutional investors and/or SEC registered investment advisors? If so, identify the firms and describe the relationship in detail. Explain how conflicts of interest between that function, your research function, and your consulting function are prevented.
9. Please list the total number of professionals in the firm in each of the following categories for the past five years, as of December 31. Each person should be assigned to only one category. For 2021, please list the names of all individuals employed by the firm, by category.

	2017	2018	2019	2020	2021
Lead Consultants					
Consultants Analysts					
Private Equity/Alternative Consultant Analysts					
Firm Senior Management					
Economists					
Marketing/Sales					
IT/Analytics/Systems					
Existing client services					
Total Professional staff (above)					

10. List and describe the departures of all professional over the past three (3) years.

Name	Title	Reason for leaving	Year left

11. Within the last five (5) years, has the firm, its principal or any affiliate ever: (a) been the focal point of a non-routine Securities and Exchange Commission (SEC) inquiry or investigation or similar inquiry or investigation from any similar federal, state, or self regulatory body or organization, (b) been a party to any litigation concerning fiduciary responsibility or any other investment relate matters, or (c) submitted a claim to your errors & omission, fiduciary liability and/or fidelity bond insurance carrier(s) or (d) been sanctioned or fined by any regulatory agency? If yes, to any, please provide details.
12. Within the last five (5) years, has the firm or an officer principal been involved in litigation or other legal proceedings related to the firm's investment consulting assignments? If so, please provide explanation and indicate the current status or disposition.
13. At December 31, 2021, how many professionals were assigned to investment manager research, selection, and monitoring? Please also state the name of each individual assigned, the asset class(es) they covered and the percentage of their time spent on this function.

Name of Professional	Asset Classes Covered	Percentage of time spent on Manager Research

14. Please provide a brief description of the firm's compensation arrangements for professional staff, including any incentive bonuses, sharing of profits and/or equity ownership. Specific compensation amounts need not be presented.
15. When hiring consultants and analysts, what are the qualifications, skills, and experiences that the firm generally requires?
16. Please provide a biography of each proposed personnel to be assigned to the BCERS, including the following information: Please explain how the team dedicated to the Board would function.
 Name:
 Title:
 Role:
 Total years of institutional investment experience:
 Total years of institutional investment consulting experience:
 Total years with the firm:
 Educational qualifications:
 Total current number of assigned accounts (Lead):
 Total current number of assigned accounts (Support):
 Name, plan type, length of relationship, and size of each assigned client account:
 Role for each assigned account (ex. Lead Consultant, Support Consultant):
17. Please list the number of institutional clients and assets the firm has serviced in a **full retainer** capacity over the last five years. (Performance evaluation services and/or project-based work alone are not considered full-retainer investment consulting relationships.) Please provide calendar year-end (December 31) data for each year.

	2017	2018	2019	2020	2021
Number of clients					
Asset under advisement					

18. Please list the number of full-retainer clients served by the firm (by asset size and by type) as of December 31, 2021:

	Less than \$1 billion	\$1 billion to \$5 billion	\$5 billion to \$15 billion	\$15 billion to \$50 billion	Over \$50 billion
Public Employees Retirement					
Union/Taft-Hartley					
Corporate pension					
Endowment/Foundations					
Foundation					
Hospital/ Insurance/other					

SERVICE CAPABILITY AND PROCESS

19. Please explain how the team dedicated to the BCERS would function.
20. Please provide information (contact information, date of acquisition, assets, type of services provided) for 3 references of current clients of similar size.

21. Please provide the names of five (5) clients lost within the last five years. Please also provide address, contact information, and reasons for each loss.
22. Please describe the capabilities and differentiating features of the firm's manager research database. Is the database proprietary or purchased? Are managers charged fees for inclusion? How many managers are tracked? What characteristics are used? How is the data input and verified?
23. Please describe the firm's manager search process and how managers are evaluated. How are managers initially screened? What criteria are emphasized in the latter stages of a search? How many searches did the firm perform in 2021?
24. Please describe your firm's overall philosophy and approach to providing private markets advisory/consulting services and if this philosophy and/or approach have changed throughout your firm's history.
25. Would your firm be open to having joint BCERS and Investment Adviser due diligence visits to potential investment candidates? For the proposed fee, is there a limit on the number of on-site due diligence visits in any given year?
26. Will representatives of your firm participate in the review and negotiation of issues and terms relating to potential transactions and related terms included in the transaction documents?
27. Please describe your firm's investment sourcing process and how do you ensure your firm has broad coverage of the private markets universe and conducting due diligence on only the best opportunities for your clients?
28. Please discuss what, if any, risk management tools your firm utilizes to evaluate potential investment recommendations in conjunction with a client's existing private markets portfolio.
29. Please indicate if your firm is able to provide summary reports of potential investment opportunities to BCERS before determining if such opportunity is a candidate for full, comprehensive due diligence.
30. Please describe in detail how your firm would further develop BCERS staff's investment sourcing and due diligence capabilities. If hired, would your firm be willing to provide BCERS your firm's due diligence questionnaires for educational purposes, and for both recommended and non-recommended investments?
31. Please describe the firm's experience and capability for performing asset allocation studies. How frequently does the firm recommend a client conduct such a study? What type of follow-ups or reviews does the firm perform in between studies?
32. Discuss in detail the theory and methodology of the asset allocation models the firm employs. How does the firm develop input data for the models? How are the liability structure, funding level, and changes in the contribution level incorporated? What asset classes are included? What measures of risk are incorporated? Please also discuss the firm's capability for analyzing liabilities.
33. Please describe the firm's experience and capability for providing policy guideline development and review for a defined benefit plan. What specifically would the firm do to develop or review the

policies of the ERS Board? How frequently would this process occur? What client-specific factors would be considered?

SYSTEMS & ANALYTICAL TOOLS:

34. Please describe the firm's technology capabilities. How does the firm use the technology to share and leverage information resources across the organization?
35. Does the firm provide any analytical tools to clients? If yes, please describe them in detail.
36. Does the firm outsource any aspect of its investment advisory/consulting services such as performance, calculation and attribution or other services? If so, please describe.
37. Please describe the capabilities and differentiating features of the firm's performance measurement database(s). Is the database(s) proprietary or purchased? How is data inputted and verified? Can performance information be accessed online?
38. Please describe the firm's experience and capability for monitoring an investment manager's compliance with client guidelines and policies.
39. Please describe the firm's process for monitoring and reporting on market trends. Include the firm's capabilities for reporting and tracking international trends and influences. How frequently does the firm review its capital markets expectations?
40. Does the firm develop investment research reports for its clients? If yes, on what types of investment topics? Who performs the research? How frequently are reports issued? What sources of information are used to collect data?
41. Please describe the firm's experience and capabilities for providing education to public pension plan Trustees and staff.
42. In general, what key strengths or competitive advantages does the firm possess that generates superior performance and service to the BCERS Board?
43. Please describe your transition process if your firm was selected. How long do you anticipate the process will take? What are some of the obstacles that you have encountered?
44. Please suggest a methodology for measuring your firm's performance as an investment consultant.

FEES

45. Please provide a fee quote for the services requested in Section II above by completing the form in **Appendix D**, Pension Consultant Fee Schedule.
46. Do the firm and/or any affiliates accept soft dollars as a method of payment for services provided? Please explain.
47. Please state whether you will agree to two one-year options at the end of the five-year contract? If yes, please provide a fee quote for the two one-year options.

48. Will the firm confirm that it will not propose an increase in the fee structure for the next five years?
49. Provide evidence of the following insurance coverage:
- a. Professional liability/Errors and Omission Liability insurance.
 - b. Commercial General Liability insurance and
 - c. Employee Dishonesty, Third Party Fidelity Bond
50. Please describe your affirmative action goals and indicate when you adopted them. Specifically describe the process by which you will satisfy your affirmative action employment and contracting goals. Include the policies and procedures for outreach and recruitment of minorities and women as employees and subcontractors.
51. Please list, as a separate document, the outside services your company utilizes. The list should include the name of the firm, the service provided, and the preceding calendar year billing. Those firms that are MBE or WBE should be flagged. The report should have a summary indicating the grand total, the MBE total, the WBE total, and the MBE and WBE percentages of the total.
52. Please describe how your firm will be able to utilize Minority and women-owned businesses located in the Baltimore market area, if possible. (If not in Baltimore area, in area of your home office.) In addition, please complete Appendix E, Breakdown of Work Force by Ethnicity.

PART B: REQUESTED MATERIALS & ADDITIONAL INFORMATION

In addition to any materials requested in the questions listed above, please send the following documents, along with the copy of your paper response, to David A. Randall at 7 East Redwood Street, Baltimore, MD. 21202. Any documents that can be sent in electronic format should be sent to RFPERS@bcers.org.

1. A corporate Organization Chart (showing the consulting firm, parent and all affiliates and subsidiaries).
2. A current company Annual Report.
3. Current firm policies related to conflicts of interest.
4. A copy of the firm's Mission Statement and Code of Ethics.
5. Most recently filed SEC Form ADV, Parts I and II.
6. A sample of the firm's due diligence reports on investment managers for Public Securities (Equity, Bonds) and Private Security - Limited Partnerships.
7. Two copies of the firm's performance reporting. One in executive summary format and the other with full analytical details.
8. A detailed description of the composition of the peer universe to which the ERS Board would be compared.
9. A copy of the firm's standard marketing brochure that describes the firm's processes
10. Any other information you feel would be necessary to gain a complete understanding of the firm or the services it provides.
11. A report showing the composition of the firm's workforce relative to minorities and women, as well as the minority and women-owned businesses with which the firm does business.

MINIMUM QUALIFICATIONS CERTIFICATION

Proposer Firm Name

The Proposer must substantiate that the firm satisfies **all** of the minimum qualifications stated in Section I of this RFP, to BCERS' satisfaction, to be given further consideration. The statement must contain sufficient information as prescribed to assure BCERS of its accuracy. Failure to satisfy each of the minimum qualifications, based on BCERS' sole judgment, will result in the immediate rejection of the proposal.

The signature of the authorized representative of the proposer firm represents and warrants that the **proposer has met all of the minimum qualifications** by May 9, 2022.

1. The firm is a registered investment advisor under the Investment Advisors Act of 1940 and must be a fiduciary to BCERS.

2. The firm has been in business for at least five (5) years providing general consultant services.

Number of years firm has been in business:_____

3. The firm has consulted for at least five (5) public pension fund clients each with total plan assets of at least \$1.5 billion.

Name(s) of client(s):_____

4. The senior members of the firm have worked together for at least three (3) years.

Number of years:_____

5. The firm is directly responsible for the management of the account, and all personnel responsible for the account are employees of the firm.

6. The primary consultant assigned to the BCERS relationship has a minimum of five (5) years of consulting experience with defined benefit public pension plans, and has been employed by the firm for at least three (3) years.

Name of primary consultant: _____

Number of years of experience with public pension plans:_____

7. The firm does not have existing or potential material conflict of interests with the BCERS Board, staff, actuary, auditor, investment managers, or other consultants.

8. The firm carries the minimum insurance coverage as stated in Section 3 (Minimum Requirements) as of May 9, 2022.

Authorized Signature

Print Name

Title

Date

ERS INVESTMENT MANAGERS

U.S. Domestic Equity Managers

Allspring
DF Dent
The Edgar Lomax Company
Rumblin Advisers
Channing Capital
Earnest Partners

International Equity Managers

Ariel Capital Management
Harding Loevner, LP
Mondrian Investment Partners
SSGA Emerging SC
Xponance (formerly FIS Group)

Defensive Equity

Neuberger Berman

Fixed Income Managers

Pacific Asset Management
Payden & Rydel
Pugh Capital
Semper Capital Management

Real Estate Managers

American Realty Advisors
Barings Real Estate Advisors
Basis Investment Group
Thor Urban

Passive Management

Mellon Capital Management Corp.

Securities Lending

BNY Mellon Global Securities Lending

Global Custodian

The Bank of New York Mellon

Current General Consultant

Marquette Associates, Inc.

Current Alternatives Consultant

Meketa Group

EOS INVESTMENT MANAGERS

U.S. Domestic Equity -- Mellon Capital Management Corp.

Defensive Equity – Neuberger Berman

International Equity -- Mondrian Investment Partners (U.S.), Inc.

Fixed Income – Baird Advisors; Invesco

Real Estate – American Realty Advisors

Passive Management – Mellon Capital Management Corp.

OPEB Trust INVESTMENT MANAGERS

U.S. Domestic Equity -- Cooke & Bieler; Edgar Lomax Company

Defensive Equity – Neuberger Berman

Fixed Income -- Baird Advisors; Invesco

International Equity -- Earnest Partners; Mondrian Investment Partners (U.S.), Inc.

Real Estate -- Barings Cove Property Fund LP

Passive Management – Mellon Capital Management Corp.

REPRESENTATIONS AND WARRANTIES

All firms are required to submit this executed copy as an attachment to the cover letter of the RFP.

- A. The firm warrants that it maintains an errors and omissions insurance policy providing not less than \$25 million of coverage for negligent acts or omissions, a copy of which will be submitted to the Board upon selection, and that such coverage will be applicable to the firm’s actions, responsibilities and obligations under the Agreement.
- B. The firm warrants that it accepts a fiduciary responsibility with respect to the System and shall discharge its duties with respect to the Retirement System in accordance with the requirements of the Baltimore City Code*, with care, skill, prudence and diligence, and in compliance with any other applicable laws. Further, the firm acknowledges that the expertise and experience of the Board with respect to the Retirement System are such that they will be relying on the expertise and experience of the firm in those matters related to the Retirement System as to which services are to be provided by the firm.
- C. The firm warrants that it has completed, obtained, and performed all registrations, filings, approvals, authorizations, consents or examinations required by any government, governmental authority, or other regulatory authority with respect to all actions, responsibilities, and obligations contemplated by the Agreement.
- D. The firm warrants that it meets all of the minimum criteria applicable to the firm under this RFP.
- E. The firm warrants that the person submitting this Proposal and executing these Representations and Warranties is duly authorized by the firm to submit this Proposal and execute these Representations and Warranties.

Name of Firm	Date
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Signature	Title
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City of _____, State of _____

Subscribed and sworn to before me this _____ day of _____, 2022.

_____(SEAL)

Notary Public

My commission expires: _____

* [https://legislative.reference.baltimorecity.gov/sites/default/files/Art%202022%20-%20Retirement%20Systems_\(rev%2004-11-22\).pdf](https://legislative.reference.baltimorecity.gov/sites/default/files/Art%202022%20-%20Retirement%20Systems_(rev%2004-11-22).pdf)

**INVESTMENT CONSULTANT
FEE SCHEDULE**

Firms must submit their fees for investment consulting services in the format prescribed below. The proposed fees shall include all costs and expenses for providing services to the Board as described in this RFP.

Firms must complete both Sections A and B of this fee schedule. The Board reserves the right to compensate the successful firm for services using either the bundled fee as contained in Section A below, or the unbundled fees contained in Section B below. The method of payment will be determined by the Agreement, and only one payment method will be employed at any given time.

SECTION A – BUNDLED FEES: Firms must submit an annual fee for all services as described in Section I, part II (Purpose and Requested Services) of this RFP.

Year 1	\$ _____	Two Two-Year Options:
Year 2	\$ _____	Years 1-2 \$ _____
Year 3	\$ _____	Years 3-4 \$ _____
Year 4	\$ _____	
Year 5	\$ _____	
 Total	 \$ _____	

SECTION B – UNBUNDLED FEES: Please refer to Section I, Part 2 (Scope of Services) of this RFP for a complete description of services required of the successful contractor.

General Consulting	\$----- (annually)
Asset Allocation (investment policy, portfolio mix and investment strategy)	\$----- (annually)
Manager and other Fiduciary Search and Selection \$ (per occurrence)	\$ ----- (annually)
Performance Measurement and Reporting	\$ ----- (quarterly)
Travel Expenses	\$ ----- (per occurrence)
Other	\$-----

Name of Firm	Signature	Title
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**BREAKDOWN OF WORK FORCE
BY ETHNICITY**

Number of Employees										
	Overall	Male					Female			
JOB CATEGORIES	total (sum of Column B thru K A)	White (not of Hispanic Origin) B	Black (not of Hispanic Origin) C	Hispanic D	Asian or Pacific Islander E	American Indian or Alaskan Native F	White (not of Hispanic Origin) G	Black (not of Hispanic Origin) H	Hispanic I Asian or Pacific Islander J	American Indian or Alaskan Native K
Officials and Managers										
Professionals										
Technicians										
Sales Workers										
Office and Clerical										
Total										