

**BRISTOL COUNTY RETIREMENT SYSTEM  
REQUEST FOR PROPOSAL**

**PRIVATE EQUITY SECONDARY FUND  
INVESTMENT MANAGEMENT SERVICES**

**I. INTRODUCTION**

The Bristol County Retirement System is considering an allocation to a private equity secondary ("Proposed Product") fund(s). The mandate will approximate \$25 - \$30 million. Individual contracts will be awarded under terms set by the Board and the successful respondent(s) in accordance with M.G.L. Ch. 32 and all applicable investment guidelines administered by the Public Employee Retirement Administration Commission ("PERAC"). The Board reserves the right to reject any and all proposals at its discretion or to select more than one manager and to determine the amount of assets each will manage.

Please direct questions pertaining to the Request for Proposal via email only to [bostonrfp@segalmarco.com](mailto:bostonrfp@segalmarco.com).

**II. GENERAL INFORMATION**

The Bristol County Retirement System has undergone extensive studies by its consultant, Segal Marco Advisors, to determine the status and direction the fund should take in order to best serve the current and future needs of its members. Based on these studies, a target asset allocation and investment goals have been determined. Given the System's current asset allocation, the Board is requesting proposals from private equity secondary fund managers that will offer proper diversification for the portfolio in combination with other strategies being employed.

The Board has chosen to utilize a Request for Proposal process. The Chief Procurement Officer is Roxanne Donovan, Executive Director. The Board will also use the services of Segal Marco Advisors as its search consultant on this project.

**III. SCOPE**

The successful respondent will be expected to invest the assets under its care in accordance with the dictates of M.G.L. Ch. 32 and the rules and regulations set forth by the Public Employee Retirement Administration Commission as well as the professional standards of a fiduciary.

The manager's primary responsibility, however, will be to serve the Board in its fiduciary capacity regarding these funds. The investment manager will be expected to meet with the Board at regular intervals and to report to the Board at least quarterly on the portfolio. The investment manager will be expected to invest in accordance with the goals and objectives of the Board and within the tolerance for risk established therein.

Should the respondent ultimately be selected to manage assets on behalf of the Board, under the requirements of M.G.L. Ch.32, Section 23B, the contract must state that the manager is a fiduciary with respect to the System's funds and that the manager shall not be indemnified by the Board.

#### IV. SUBMISSION OF PROPOSALS

1. Proposal for Services and Proposal for Pricing must be separately submitted and sealed. Each envelope must include “Respondent Firm Name – Bristol County Proposal for PE Secondary Fund Services” and “Respondent Firm Name – Bristol County Proposal for PE Secondary Fund Pricing”.
2. Please mail one original bound copy of the Service and Price Proposal, and a copy on a flash drive (with all attachments), to the following:

Roxanne Donovan  
Bristol County Retirement System  
645 County Street  
County Crossing  
Taunton, MA 02780

3. Please email a copy of the Service and Price Proposal with all attachments (not to exceed 10MB) and the subject “Bristol County Private Equity Secondary Fund”, to the following:

Kevin Roundtree  
Segal Marco Advisors  
116 Huntington Avenue, 8<sup>th</sup> Floor  
Boston, MA 02116  
**Email: [bostonrfp@segalmarco.com](mailto:bostonrfp@segalmarco.com)**

4. Proposals shall be signed by an official with authority to bind the firm and shall contain a statement that the proposal is firm through December 31, 2021 or the contractually required final closing date of the fund.
5. Proposals must be received by the System prior to **3:00 p.m. EST on April 14, 2021**. Proposals will not be accepted after the closing date and time.

The Board reserves the right to accept or reject any or all proposals or any parts thereof, and to waive any formalities in the submission of proposals if it is deemed in the best interest of the Board to do so.

Any questions relating to the proposal should be directed to Kevin Roundtree at Segal Marco Advisors ([kroundtree@segalmarco.com](mailto:kroundtree@segalmarco.com) or 617-424-7372).

#### V. ACCEPTANCE AND AWARD

The Board may elect to schedule an interview process with respondents based upon the proposals' relative merits and relative prices. The Board reserves the right to reject any or all proposals at its sole discretion whether prior to or after the interview. The Board shall also have sole discretion in deciding which respondents will be considered/interviewed.

The respondents are hereby advised that any proposal selected shall be subject to (a) approval of the Board, (b) a written contract, and (c) approval by PERAC. Failure of the parties to agree on mutually acceptable contract language will void the award of the proposed engagement to the selected candidate. The Board shall have sole discretion in determining whether the parties are unable to reach agreement on the language of the written contract. The Board may require that the contract contain mandatory contractual terms and language.

## **VI. MINIMUM CRITERIA**

The successful respondent will be expected to meet the standards necessary in order to satisfy the demands placed on the Board under Section III (SCOPE). Respondents must submit the Fee Response Sheet, Minimum Criteria Response Sheet and the Request for Information (RFI) accompanying this RFP. The RFI is an Excel file which can be found on the Segal Marco Advisors website (<http://segalmarco.com/about-us/client-rfps/>). The Fee and Minimum Criteria Response Sheets will be used by the Board to establish eligibility. The Board, in evaluating manager qualifications, will use this information and any other promotional materials, reports, or documents that the respondent may wish to submit.

The respondent must also submit the following documents, which are available through the PERAC website (<http://www.mass.gov/perac/compliance-investments/compliance-forms/>)

- New Vendor Contact Information – Form C-2281
- New Vendor Disclosures – Form C-0576
- Vendor Certification – Form C-8135
- Placement Agent Statement for Investment Management – Form C-1034

Additionally, please include the following:

- Most recent audited financial statements for the firm
- Sample due diligence report
- Offering Memorandum for the fund
- Limited Partnership Agreement, if applicable
- Copy of your firm's Code of Ethics Policy
- Copy of complete Form ADV, Parts I and II
- Documentation providing proof of insurance coverage levels
- Generic DDQ with information on your current fund offering
- Valuation Policy

Failure to meet any of these criteria, or to provide information in the attached forms that is deemed unsuitable to the requirements of the Bristol County Retirement Board, will lead to automatic disqualification.

## **VII. EVALUATION CRITERIA**

- The ability to manage a private equity secondary fund portfolio in accordance with requirements and restrictions mandated by M.G.L. c. 32 and PERAC.
- The ability to analyze and monitor financial markets.
- Proven track record of success in managing closed-end private equity secondary fund portfolios.
- Clear and demonstrable understanding of private equity markets
- Financial strength and stability of the organization.
- The ability to provide private equity secondary fund investment services at competitive rates.
- The ability to achieve superior investment returns for the portfolio.

## **VI. REPORTS**

The manager will file reports with the Board and its consultant, preferably monthly but not less than quarterly, detailing the performance of the portfolio and future expectations regarding the investment of its assets. The manager will be expected to furnish other information on an as needed basis.

## FEE RESPONSE SHEET

**"Proposals for pricing" must be submitted separately from "proposals for services" as stated previously.** Fee proposals should be based on initial assets of \$25 million.

1. Name of Firm.
2. Name of Proposed Product.
3. Please list ALL of the investment vehicle(s) that are available for the **PROPOSED PRODUCT** (e.g., onshore, offshore).
4. Which vehicle are you proposing for this account?
5. Please list the minimum commitment size and provide the full fee schedule for the proposed product/vehicle.
6. State the General Partners carried interest and describe how it is calculated
7. Identify which expenses of the fund the General Partner is responsible for and which are paid by the fund (e.g. organizational, administrative, overhead, etc.). Provide an estimate of the expenses paid by the fund.

## MINIMUM CRITERIA RESPONSE SHEET

Bidders are expected to meet the following minimum criteria. Failure to satisfy any of the minimum criteria will result in the disqualification of the bidder. Please acknowledge that the following criteria are satisfied by initialing the “Yes” response to certify that you meet the minimum criteria.

1. The firm is a registered investment advisor pursuant to the Investment Advisors Act of 1940 or is exempt from registration. If exempt, please explain.

Yes \_\_\_\_\_ No \_\_\_\_\_

2. The firm has experience managing investments for institutional, tax-exempt or state, municipal, or other governmental defined benefit plans:

Yes \_\_\_\_\_ No \_\_\_\_\_

3. The firm has been in operation for at least five years as of December 31, 2020 as an investment management organization as determined by the firm’s SEC 1940 registration:

Yes \_\_\_\_\_ No \_\_\_\_\_

4. The majority of the General Partners have worked together at least five years and have at least ten years’ experience making private equity investments for institutional investors that includes a track record of identifying, investing in, and monitoring domestic and international private equity secondary transactions, including corporate finance (buyouts), venture capital and special situations.

Yes \_\_\_\_\_ No \_\_\_\_\_

5. The firm has current Massachusetts Public Fund clients.

Yes \_\_\_\_\_ No \_\_\_\_\_

6. The proposed private equity secondary fund investment will comply with and adhere to M.G.L. Ch. 32 and those regulations established by the Public Employee Retirement Administration Commission (PERAC) to the extent necessary.

Yes \_\_\_\_\_ No \_\_\_\_\_

7. The Fund will be open to new investors through Q4 2021.

Yes \_\_\_\_\_ No \_\_\_\_\_

8. The General Partners have made a substantial commitment to the current fund offering. Please describe.

Yes \_\_\_\_\_ No \_\_\_\_\_

9. The firm has managed at least two prior secondary funds with the same focus and strategy, each with a minimum of \$500 million in capital commitments. Please provide detailed performance and the most recent year's audited financial statements.

Yes \_\_\_\_\_ No \_\_\_\_\_

10. The target fund size of the current private equity secondary fund offering is greater than \$500 million

Yes \_\_\_\_\_ No \_\_\_\_\_

11. The firm has met with Segal Marco Advisors research and completed their RFI.

Yes \_\_\_\_\_ No \_\_\_\_\_

12. The firm has completed the required PERAC forms (See page 3 for instructions).

Yes \_\_\_\_\_ No \_\_\_\_\_