

**BRISTOL COUNTY RETIREMENT SYSTEM
REQUEST FOR PROPOSAL**

**EMERGING MARKETS EQUITY
INVESTMENT MANAGEMENT SERVICES**

I. INTRODUCTION

The Bristol County Retirement System (“Board”) is evaluating emerging market equity managers (“Proposed Product”) for two mandates of approximately \$40 million each. Individual contracts will be awarded and stated 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 two managers 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.

II. GENERAL INFORMATION

The Bristol County Retirement System has undergone extensive studies by both its actuary and its consultant, Segal Marco Advisors, to determine the status and direction the fund must 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. The Board expects to maintain the current allocation to the asset class and diversify between two or more managers. Per M.G.L Ch. 32 requirements, the System is required to re-evaluate existing managers on a periodic basis. The Board is looking to hear from managers with experience investing in emerging market equity that will offer appropriate diversification with other managers employed by the System.

The Board is utilizing 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

Successful respondents will be expected to invest the assets under their care in accordance with the dictates of M.G.L. Ch. 32 and the rules and regulations set forth by PERAC 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 monthly 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 the 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 Board’s funds and that the manager shall not be indemnified by the Board. Additionally, the contractual commitment cannot exceed 5 years.

IV. SUBMISSION OF PROPOSALS

1. Proposal for Services and Proposal for Pricing must be separately submitted and sealed. Each envelope must include the “Respondent Firm Name – Bristol County Proposal for Emerging Markets Equity Services” and “Respondent Firm Name – Bristol County Proposal for Emerging Markets Equity 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 L. Donovan
Executive Director
Bristol County Retirement System
645 County Street
County Crossing
Taunton, MA 02780

3. Please email one copy of the Service and Price Proposal with all attachments (not to exceed 10MB) and the subject “Bristol County Emerging Markets Equity” to the following:

Kevin Roundtree
Segal Marco Advisors
Email: bostonrfp@segalmarco.com

4. Proposals should 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.
5. Proposals must be received by the Retirement System prior to 3:00 p.m. Eastern on Wednesday, June 30, 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 interests of the Board to do so.

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

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 are expected to submit the Product Fees, Minimum Criteria Response Sheet and Investment Advisor Questionnaire attached to this RFP. The Minimum Criteria Response Sheet, Product Fees and Investment Advisor Questionnaire will be used by the Board to establish eligibility. The Board, in evaluating manager qualifications, may use 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/>:

- Vendor Contact Information – Form C-2281
- 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 quarterly and annual report for any proposed fund vehicle
- Most recent audited financial statements for any proposed vehicle
- Offering Memorandum or Prospectus for any proposed vehicle
- Copy of your firm's Code of Ethics Policy
- Copy of your firm's Form ADV Part II
- Documentation providing proof of insurance coverage levels
- Independent audit certification of submitted performance results, if available

VII. SEARCH EVALUATION CRITERIA

- The ability to manage the 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 emerging markets equity portfolios.
- Clear and demonstrable buy and sell disciplines, security selection processes, and execution procedures.
- The financial strength and stability of the organization.
- The ability to provide these services at competitive rates.
- The ability to achieve superior investment returns for the portfolio.

VIII. REPORTS

The manager will file monthly reports with the Board and its consultant detailing the performance of the portfolio. The manager will also produce detailed investment commentary, performance and portfolio analysis on a quarterly basis. The manager will be expected to furnish other information on an as needed basis.

PRODUCT FEES

"Proposals for pricing" must be submitted separately from "proposals for services" as stated previously. Fee proposals should be based on initial assets of approximately \$40 million. Please note that Massachusetts State Law requires payment in arrears.

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., mutual fund, commingled fund, or separately managed account). If there are any vehicles that are currently closed, soft-closed, or in the process of closing to new investors, please list and indicate those as well.
4. Which vehicle are you proposing for this account?
5. Please list the minimum account size and provide the fee schedule for the proposed product/vehicle.
6. Please list the minimum account size and provide the fee schedules for the other vehicles available for this product.

MINIMUM CRITERIA RESPONSE SHEET

Bidders should meet all of the following minimum criteria. Failure to satisfy any of the minimum criteria may 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 ten years as of December 31, 2020 as an investment management organization as determined by the firm's SEC 1940 registration:
Yes _____ No _____
4. The firm has current Massachusetts Public Fund clients:
Yes _____ No _____
5. The firm has at least \$5.0 billion of assets under management and at least \$1.0 billion in assets under management in the "Proposed Product":
Yes _____ No _____
6. The firm has at least 5 years of GIPS compliant investment performance in the "Proposed Product":
Yes _____ No _____
7. The majority of the firm principals have worked together at least five years and have in excess of 10 years' individual experience investing in emerging markets equity.
Yes _____ No _____
8. The proposed vehicle will be open to new investors through 2021.
Yes _____ No _____
9. The firm has met with Segal Marco Advisors research and completed their RFI.
Yes _____ No _____

10. The firm has completed the four required PERAC forms (See page 3 for instructions).
Yes _____ No _____
11. The firm agrees to maintain an adequate errors and omissions insurance policy if selected.
Yes _____ No _____
12. If selected, the firm is willing and able to include the mandatory contractual terms and conditions in the contract, as required under M.G.L. Ch. 32.
Yes _____ No _____
13. The firm regularly updates the Evestment Alliance database for the products that are being submitted and has updated performance as of 3/31/21 (i.e. firm profile, product profile, investment strategy/philosophy and investment professionals).
Yes _____ No _____

INVESTMENT ADVISOR QUESTIONNAIRE EMERGING MARKETS EQUITY

The following questionnaire requests information about your organization, employees, and the available investment vehicles for the strategy. Please provide complete responses reflective of the most recent available information.

I. Organizational Background

1. Firm Identification
 - a. Name of Firm
 - b. Type of Firm
 - c. Headquarters Address

2. Contact Identification
 - a. Name
 - b. Title
 - c. Telephone Number:
 - d. Email Address

3. History and Structure
 - a. Year founded
 - b. Please describe your organizational structure
 - c. Number of owners and distribution of ownership
 - d. Relationship of owners to firm
 - e. Please describe the history of your firm (including any prior working experiences the founders and/or key investment personnel may have had together).
 - f. Please explain any previous changes to your organizational structure and/or distribution of ownership.
 - g. Please describe any anticipated changes to your organizational structure and the reason(s) for those changes.
 - h. If your organization has multiple office locations, please describe the general role and functionality of those offices.
 - i. Please describe any major business affiliations and/or joint ventures that your organization participates in.

4. Has the firm, its parent organization, subsidiaries, affiliates or any key personnel been subject to any litigation or legal proceedings related to investment operations during the past five years? If yes, please explain.

5. Has the firm or any senior member of the firm been reported to or investigated by any regulatory authority within the past ten years? If yes, provide full, detailed explanation, including outcome, and a copy of regulatory body report.

6. Is the firm registered as an investment advisor with the SEC?

7. Please indicate the face amount of insurance that the firm carries with respect to each of the following:
 - i. Errors and omissions:

- ii. Fiduciary liability:
 - iii. Fidelity bonding:
8. Is your firm related by ownership or formal business agreement to any provider of brokerage services or other related services? If so, please explain.
 9. How does your firm address potential conflicts-of-interest between your firm's various businesses? Please identify any real or perceived conflicts between existing discretionary and personal investment activities.
 10. Are any arrangements maintained whereby your firm or any individual within the firm pays referral fees, finders fees, soft dollars or other similar consideration or benefits to consultants, brokers or any other third party? If so, please explain.

II. Product Vehicles

1. If offered in a commingled vehicle, please provide a brief overview of the legal structure of the fund and liquidity provisions. Please specify if the fund is a private placement, trust, etc.
2. If the product is offered in a mutual fund vehicle (whether directly or subadvised), please list the name of the fund(s) and the ticker symbol(s). Please also briefly describe any differences in investment process, guidelines (i.e. sector, security constraints, cash reserves, etc.), or any other factors that are materially different from the separate account/commingled fund vehicle.
3. At what level of assets do you plan on closing this product? Please explain any differences in expected closing levels between the various vehicles available for this product.