# ATTACHMENT A

## PROPOSER’S CERTIFIED STATEMENTS

**(MANDATORY SUBMISSION: to be completed and included in the Technical proposal documents)**

|  |  |  |  |
| --- | --- | --- | --- |
| **RFP24-06 – Fiduciary and Conflict of Interest Review for the CRF** | | | |
| 1. **Proposer Information:** | | | |
| 1. **Proposer’s name, address, telephone number.** | | | |
| **Name:** | | | |
| **Address:** | | | |
| **City, State, ZIP Code:** | | | |
| **Telephone Number (including area code):** | | | |
| 1. **Name, address, telephone number, and email address of the Proposer’s primary contact for this proposal.** | | | |
| **Name:** | | | |
| **Address:** | | | |
| **City, State, ZIP Code:** | | | |
| **Telephone Number (including area code):** | | | |
| **Email Address:** | | | |
| 1. **Minimum Qualifications to Propose (Section 3.0):** | | | |
| 1. **The Proposer has conducted within the last 10 years at least two independent, in-depth reviews (substantially focused on policies, procedures, and practices) of investment-related decision-making processes, management, and/or operations of a pension fund or other institutional investor, each having assets at the time of the review of at least $25 billion.**   **Prior reviews for the Fund may not be used to meet this Minimum Qualification.** | | **Yes**  **No\*** | |
| 1. **The Proposer has proposed a Project Manager to serve as the primary point of contact, responsible for managing the contractual relationship with the Fund and overseeing delivery of all Services. Such Project Manager has provided project management services for a minimum of two reviews comparable to Minimum Qualification #1.** | | **Yes  No\*** | |
| 1. **The Proposer has on its team, as an employee or subcontractor (i.e., outside counsel), an attorney with a minimum of five years of experience in institutional investment transactions and fiduciary law to assist in the review.** | | **Yes  No\*** | |
| 1. **The Proposer and its subcontractors (if any) are an “unaffiliated person” as defined in Section 136-2.2(k) of the DFS Regulations.** | | **Yes  No\*** | |
| 1. **Proposer’s Acknowledgement of Proposal Requirements:** | | | |
| 1. **The proposal, including the Administrative, Technical, and Cost proposals, constitutes a firm and irrevocable offer for a period of 180 days from the date of submission to the Fund.** | | **Yes  No\*** | |
| 1. **By submission of a proposal, the Proposer agrees not to make any claims for and waives any right to any damages based on misrepresentations or misunderstanding of the RFP specifications or because of any lack of information.** | | **Yes  No\*** | |
| 1. **The Proposer can and will provide the Services as described in this RFP and its proposal if selected for award.** | | **Yes  No\*** | |
| 1. **The Proposer certifies that all information provided in connection with its proposal is true and accurate.** | | **Yes  No\*** | |
| 1. **The Proposer has read Appendix A (Standard Clauses for Contracts Entered into by the Comptroller of the State of New York as Trustee of the New York State Common Retirement Fund) and understands that Appendix A will be incorporated into the contract entered into between the Fund and the Selected Proposer.** | | **Yes  No\*** | |
| 1. **The Proposer has reviewed the Draft Contract (Attachment K), and the Proposer is willing to enter into an agreement substantially in accord with the terms of the Draft Contract, should the Proposer be selected for contract award.** | | **Yes  No\*** | |
| 1. **The Proposer certifies that it has conducted or will conduct a background investigation on any Covered Employee prior to the Covered Employee commencing Services.** | | **Yes  No\*** | |
| **\*A “No” Response in Sections 2 and 3 may result in disqualification.** | | | |
| 1. **For Draft Agreement Article V. Representations, Warranties, and Covenants:** | | | |
| **The Proposer is an entity duly organized, validly existing, and in good standing under the laws of the state of:** | **The Proposer has authority to conduct business in the State of New York.** | | **Yes  No** |
| **State:** |
| 1. **Name, title, address, telephone number, and email address of the person authorized to receive notices with regard to the contract entered into as a result of this procurement. See Section XVII of the Draft Contract (Attachments K), Notices.** | | | |
| **Name:** | | | |
| **Title:** | | | |
| **Address:** | | | |
| **City, State, ZIP Code:** | | | |
| **Telephone Number (including area code):** | | | |
| **Email Address:** | | | |
| 1. **Taxpayer Identification Number:** | | | |
| **The Taxpayer Identification Number of the Proposer is .** | | | |
| **By my signature I affirm under penalty of perjury that I am duly authorized to legally bind the Proposer referenced above and I sign this Attachment A (Proposer’s Certified Statements) as the legally binding act of the Proposer.** | | | |
| **Typed or Printed Name of Authorized Representative of the Proposer** | | | |
| **Title/Position of Authorized Representative of the Proposer** | | | |
| **Signature of Authorized Representative of the Proposer** | | | |
| **Date** | | | |
|  | | | |

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# ATTACHMENT B

## PROPOSAL DOCUMENTS SUBMITTED

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **FOR THE ADMINISTRATIVE PROPOSAL** | | | | |
| **TAB #** | **RFP §:** | | **REQUIREMENT** | **INCLUDED** |
| **1.** | **§7.1.A** | | **Attachment J** – CRF Vendor Responsibility and Conflict of Interest Disclosure Form, completed and signed |  |
| **2.** | **§7.1.B** | | **Appendix E** – Contractor’s Certifications/Acknowledgements, completed and signed |  |
| **3.** | **§7.1.D** | | **Appendix F** – CRF Proposer’s Disclosure of Prior Non-Responsibility, completed and signed |  |
| **4.** | **§7.1.C** | | **Appendix G** – Material Conflicts of Interest Statement, completed, notarized, and signed |  |
| **5.** | **§7.1.E** | | Written statement regarding claimed Freedom of Information Law exceptions, if any **(recommended)** |  |
| **6.** | **§7.1.F** | | Proposed modifications to the Draft Contract, if any, in MS Word format with redlined (tracked) changes. Identify the section of the Draft Contract that Proposer proposes to modify, and explain why the change is in the best interest of the Fund. As noted above in Section 2.2, the Fund has no obligation to accept any such proposed modifications and reserves all rights to reject any proposed changes. |  |
| **FOR THE TECHNICAL PROPOSAL** | | | | |
| **TAB** | **RFP §:** | | **REQUIREMENT** | **INCLUDED** |
| **1.** | **§7.2.A-B** | | **Title Page & Table of Contents** |  |
| **2.** | **§7.2.C** | | **Attachment A** – Proposer’s Certified Statements, completed and signed |  |
| **3.** | **§7.2.D** | | **Attachment D** – Proof of Compliance with Minimum Qualifications |  |
| **4** | **§7.2.E** | | **Technical Submission** – Proposal contents as described in the RFP, including: |  |
| **Attachment E** –Summary Timeline Chart for Conduct Review |  |
| **Attachment F** –Proposer's Relevant Experience |  |
| **Attachment G** –Listing of Proposed Subcontractors |  |
| **Attachment H** –Project Plan and Resources |  |
| **5.** | **§7.2.F** | | **Attachment I** – References (minimum of THREE) |  |
| **FOR THE COST PROPOSAL** | | | | |
| **TAB #** | **RFP §:** | | **REQUIREMENT** | **INCLUDED** |
| **1.** | **§7.3** | | **Attachment C** – Cost Proposal, completed and signed |  |
| **FOR ALL PROPOSALS** | | | | |
| **RFP §:** | | | **REQUIREMENT** | **INCLUDED** |
| **N/A** | | **§8.1.A**  **OPTION 1** | **Submit a single USB flash drive that has been scanned for malware and contains each of the complete Administrative, Technical, and Cost proposals as separate files as stated in Section 8.1.A. (preferred)** |  |
| **Optional:**  **Submit one paper copy of each complete Administrative, Technical, and Cost proposals (recommended)** |  |
| **N/A** | | **§8.1.B**  **OPTION 2** | **ONE Original and TWO Copies of the Administrative proposal** |  |
| **ONE Original and FOUR Copies of the Technical proposal** |  |
| **ONE Original and TWO Copies of the Cost proposal** |  |
| **Submit a single USB flash drive that has been scanned for malware and contains each of the complete Administrative, Technical, and Cost proposals as separate files as stated in Section 8.1.B. (requested)** |  |

# ATTACHMENT C

## COST PROPOSAL

**Complete this form AS WRITTEN.**

**Changes to this form, caveats, or exceptions may result in a rejection of your proposal.**

|  |  |  |  |
| --- | --- | --- | --- |
| **PROPOSER:** | |  | |
| **SUMMARY TIMELINE FOR PAYMENT** | | | |
| **Chart of Events** | **Percentage of Fees to be Paid for Completion of Deliverable** | | **Dollar Amount\*** |
| **Project Plan Review Session:** | **20%** | | **$\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
| **Submission of Initial Draft Report:** | **40%** | | **$\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
| **Submission of Final Report:** | **30%** | | **$\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
| **Closing Conference:** | **10%** | | **$\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
| TOTAL PROFESSIONAL FEE\*:  \*THE FEE MUST INCLUDE ALL OVERHEAD AND OTHER INDIRECT EXPENSES INCLUDING THE COSTS FOR ANY STAFF TRAVEL AND LODGING. | | | **$\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |

# ATTACHMENT D

## PROOF OF COMPLIANCE WITH MINIMUM QUALIFICATIONS

(Note: Fields will expand as you type)

Complete the tables below, demonstrating how the Proposer meets the following minimum qualifications (“MQ”):

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Proposer:** |  | | | |
| **MQ #1:** The Proposer must have conducted within the last 10 years at least two independent, in-depth reviews (substantially focused on policies, procedures, and practices) of the investment-related decision-making processes, management, and/or operations of a pension fund or other institutional investor other than the Fund, each having assets at the time of the review of at least $25 billion.  **Note: Prior reviews for the Fund may not be used to meet this minimum qualification.** | | | | |
| **Name of Pension Fund or Institutional Investor** | | **Asset Value at the Time of the Review** | **Date of the Review** | **Review was of Investment-Related Decision-Making Processes, Management, and/or Operations of a Pension Fund or other Institutional Investor**  **(other than the Fund)** |
|  | | **$** |  | **Yes  No** |
|  | | **$** |  | **Yes  No** |

|  |  |  |  |
| --- | --- | --- | --- |
| **MQ #2:** The Proposer must provide a Project Manager to serve as the primary point of contact, responsible for managing the contractual relationship with the Fund and overseeing delivery of all Services. Such Project Manager must have provided project management services for a minimum of two reviews comparable to Minimum Qualification #1. | | | |
| **Name of Proposed Project Manager:** |  | | |
| **Review #1** | | | |
| **Name of Pension Fund or Institutional Investor** | **Asset Value at the Time of the Review (at least $25 billion)** | **Date of the Review** | **Review was of Investment-Related Decision-Making Processes, Management, and/or Operations of a Pension Fund or other Institutional Investor**  **(Other than the Fund)** |
|  | **$** |  | **Yes  No** |
| **Review #2** | | | |
| **Name of Pension Fund or Institutional Investor** | **Asset Value at the Time of the Review (at least $25 billion)** | **Date of the Review** | **Review was of Investment-Related Decision-Making Processes, Management, and/or Operations of a Pension Fund or other Institutional Investor**  **(Other than the Fund)** |
|  | **$** |  | **Yes  No** |

|  |  |
| --- | --- |
| **MQ #3:** The Proposer must have on its team, as an employee or subcontractor (i.e., outside counsel), an attorney with a minimum of five years of experience in institutional investment transactions and fiduciary law to assist in the review. | |
| **Attorney Name:** |  |
| **Has a Background in Institutional Investment Transactions and Fiduciary Law:** | **Yes  No** |
| **Years of Experience:** |  |

|  |
| --- |
| **MQ #4:** The Proposer and its subcontractors (if any) must be an “unaffiliated person” as defined in Section 136-2.2(k) of the DFS Regulations. Section 136-2.2(k) defines an “unaffiliated person” as any person other than:  1. the Comptroller or a family member of the Comptroller; 2. an officer or employee of OSC; 3. an individual or entity doing business with OSC or the Fund; or 4. an individual or entity that has a substantial financial interest in an entity doing business with OSC or the Fund.[[1]](#footnote-1) |
| **Affirmative Statement, Proposer and its subcontractors (if any) are an unaffiliated person as defined in Section 136-2.2(k) of the DFS Regulations (“Yes”): \_\_\_\_\_\_\_\_\_\_** |

# ATTACHMENT E

## SUMMARY TIMELINE CHART FOR CONDUCT OF REVIEW

|  |  |  |
| --- | --- | --- |
| **PROPOSER:** |  | |
| **SUMMARY TIMELINE FOR CONDUCT OF REVIEW** | | |
| **Chart of Events** | | ***Anticipated* Dates**\* |
| **Opening Conference** | |  |
| **Project Plan Review Session** | |  |
| **Interim Briefing** | |  |
| **Submission of Initial Draft Report** | |  |
| **Submission of Final Report** | |  |
| **Closing Conference**  **(no later than 3/31/2025)** | |  |
| \*If Timeline exceeds four months, submit justification as required by Section 7.2.E(4). | | |

# ATTACHMENT F

## PROPOSER’S RELEVANT EXPERIENCE

(Note: fields will expand as you type)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **PROPOSER:** |  | | | | |
| **Proposer’s Area of Expertise:** |  | | | | |
| **PROPOSER’S RELEVANT EXPERIENCE (Part 1)** | | | | | |
| **Pension Fund/Institutional Investor Client Name** | **Client Size (at the time of the engagement)**  **(AUM)** | **Type of Engagement** | **Date Services were Performed** | **Staff Assigned and Role** | **Relationship Terminated by Client? (Y or N)**  **If yes, provide explanation in an attachment** |
|  |  |  |  |  | **Yes  No** |
|  |  |  |  |  | **Yes  No** |
|  |  |  |  |  | **Yes  No** |
|  |  |  |  |  | **Yes  No** |
|  |  |  |  |  | **Yes  No** |
|  |  |  |  |  | **Yes  No** |
|  |  |  |  |  | **Yes  No** |
|  |  |  |  |  | **Yes  No** |
|  |  |  |  |  | **Yes  No** |
|  |  |  |  |  | **Yes  No** |

## PROPOSER’S RELEVANT EXPERIENCE – CONTINUED

(Note: fields will expand as you type)

|  |  |  |
| --- | --- | --- |
| **PROPOSER:** |  | |
| **PROPOSER’S RELEVANT EXPERIENCE (Part 2)** | | |
| **For no more than five of the pension funds or other institutional investors listed in Part 1 (EXCLUDING THE NYS COMMON RETIREMENT FUND), provide a brief description of the services rendered, list all asset classes covered, and indicate whether the scope of the engagement included a review of asset allocation. Response should be limited to engagements that are most significant and relevant to this engagement. For one relevant engagement, provide a copy of the final report. If such engagement did not result in a public report, the final report may be redacted as necessary. Do not include more than one report.** | | |
| **Client #1 Name:** | |  |
| **Asset Classes Covered:** | |  |
| **Scope of the engagement included a review of asset allocation:** | | **Yes  No** |
| **Brief Description:** | | |
| **Client #2 Name:** | |  |
| **Asset Classes Covered:** | |  |
| **Scope of the engagement included a review of asset allocation:** | | **Yes  No** |
| **Brief Description:** | | |

## PROPOSER’S RELEVANT EXPERIENCE – CONTINUED

(Note: fields will expand as you type)

|  |  |
| --- | --- |
| **Client #3 Name:** |  |
| **Brief Description:** | |
| **Client #4 Name:** |  |
| **Asset Classes Covered:** |  |
| **Scope of the engagement included a review of asset allocation:** | **Yes  No** |
| **Brief Description:** | |
| **Client #5 Name:** |  |
| **Asset Classes Covered:** |  |
| **Scope of the engagement included a review of asset allocation:** | **Yes  No** |
| **Brief Description:** | |

**ATTACHMENT G**

**listing of proposed Subcontractors**

(Note: Fields will expand as you type)

If no subcontractors are expected to provide any of the Services, indicate.

|  |  |  |
| --- | --- | --- |
| **PROPOSER:** |  | |
| **LISTING OF PROPOSED SUBCONTRACTORS** | | |
| **Proposed Subcontractor**  **(Including Entity Name and subcontracted employee name)** | | **Services to be Performed** |
|  | |  |
|  | |  |
|  | |  |
|  | |  |
|  | |  |
|  | |  |
|  | |  |

# ATTACHMENT H

## PROJECT PLAN AND RESOURCES

## (Note: fields will expand as you type)

|  |  |  |  |
| --- | --- | --- | --- |
| **PROPOSER:** |  | | |
| **PROJECT PLAN AND RESOURCES** | | | |
| **Task 1: Review of Investments; Compliance with CRF Investment Policies and Procedures and DFS Regulations** | | | |
| **Describe the proposed execution of the specific tasks to be performed, including relevant activities to accomplish such tasks:** | | | |
| **Anticipated number of days necessary to complete Task 1:** | | **calendar days** | |
| **List Project Team Member and Activities Assigned to Team Member to Accomplish Task 1** | | | **Percentage of Time Devoted to Task 1** |
|  | | | % |
|  | | | % |
|  | | | % |
|  | | | % |
|  | | | % |

# PROJECT PLAN AND RESOURCES – CONTINUED

## (Note: fields will expand as you type)

|  |  |  |  |
| --- | --- | --- | --- |
| **PROPOSER:** |  | | |
| **PROJECT PLAN AND RESOURCES** | | | |
| **Task 2: Review the Fund’s Asset Allocation Process** | | | |
| **Describe proposed execution of the specific tasks to be performed, including relevant activities to accomplish such tasks:** | | | |
| **Anticipated number of days necessary to complete Task 2:** | | **calendar days** | |
| **List Project Team Member and Activities Assigned to Team Member to Accomplish Task 2** | | | **Percentage of Time Devoted to Task 2** |
|  | | | % |
|  | | | % |
|  | | | % |
|  | | | % |
|  | | | % |

## PROJECT PLAN AND RESOURCES – CONTINUED

## (Note: fields will expand as you type)

|  |  |  |  |
| --- | --- | --- | --- |
| **PROPOSER:** |  | | |
| **PROJECT PLAN AND RESOURCES** | | | |
| **Task 3: Assess Compliance with Fiduciary Principles** | | | |
| **Describe proposed execution of the specific tasks to be performed, including relevant activities to accomplish such tasks:** | | | |
| **Anticipated number of days necessary to complete Task 3:** | | **calendar** **days** | |
| **List Project Team Member and Activities Assigned to Team Member to Accomplish Task 3** | | | **Percentage of Time Devoted to Task 3** |
|  | | | % |
|  | | | % |
|  | | | % |
|  | | | % |
|  | | | % |

## PROJECT PLAN AND RESOURCES – CONTINUED

(Note: fields will expand as you type)

|  |  |  |  |
| --- | --- | --- | --- |
| **PROPOSER:** |  | | |
| **PROJECT PLAN AND RESOURCES** | | | |
| **Task 4: Identify Recommendations for Improvement** | | | |
| **Describe proposed execution of the specific tasks to be performed, including relevant activities to accomplish such tasks:** | | | |
| **Anticipated number of days necessary to complete Task 4:** | | **calendar** **days** | |
| **List Project Team Member and Activities Assigned to Team Member to Accomplish Task 4** | | | **Percentage of Time Devoted to Task 4** |
|  | | | % |
|  | | | % |
|  | | | % |
|  | | | % |
|  | | | % |

# ATTACHMENT I

## REFERENCES

Submit a minimum of THREE references for the Proposer from public pension or other institutional investor entities. Two references must be from the pension fund or institutional investor clients listed on Attachment D (Proof of Compliance with Minimum Qualifications) for Minimum Qualification #1. One reference must be specific to the proposed Project Manager.

|  |  |  |
| --- | --- | --- |
| PROPOSER: |  | |
| Provide the following information for each reference submitted.  Fields will expand as you type. Make additional copies of this form as needed. | | |
| Reference Company #1: | |  |
| Address: | |  |
| City, State, Zip: | |  |
| Contact Person: | |  |
| Telephone No.: | |  |
| Email Address: | |  |
| Has this reference terminated its relationship with the Proposer? If Yes, why? | |  |
| Specify whether this reference is for the proposed Project Manager | | **Yes  No** |
| Reference Company #2: | |  |
| Address: | |  |
| City, State, Zip: | |  |
| Contact Person: | |  |
| Telephone No.: | |  |
| Email Address: | |  |
| Has this reference terminated its relationship with the Proposer? If Yes, why? | |  |
| Specify whether this reference is for the proposed Project Manager | | **Yes  No** |
| Reference Company #3: | |  |
| Address: | |  |
| City, State, Zip: | |  |
| Contact Person: | |  |
| Telephone No.: | |  |
| Email Address: | |  |
| Has this reference terminated its relationship with the Proposer? If Yes, why? | |  |
| Specify whether this reference is for the proposed Project Manager | | **Yes  No** |

# 

**ATTACHMENT J**

**CRF VENDOR RESPONSIBILITY AND CONFLICT OF INTEREST DISCLOSURE FORM**

Answer all questions completely. Failure to respond to any question could lead to disqualification. As to Conflicts of Interest questions, responses should address current conflicts, if any, as asked for below, and potential conflicts generated by various business activities that may arise in connection with the provision of the Services. In each case, how those conflicts are mitigated must be described with specificity.

*The person completing this form must be knowledgeable about the Vendor’s business and operations. The person signing this form on Vendor’s behalf must certify, under oath, all responses given are true to the best of the person’s knowledge.*

**For each Yes response, Vendor must:**

* Attach a separate sheet and describe the issue/provide the information requested. Identify the relevant date for each issue.
* Identify actions taken or currently being implemented to ensure that the issue will not occur again.
* State whether the staff and/or organizational component involved in the identified issue(s) will be assigned to provide services to the CRF.
* State whether the issue will affect Vendor’s financial or organizational ability to provide services to the CRF.
* Provide copies of relevant documents or any other information that would assist the CRF in its vendor responsibility evaluation.

|  |  |
| --- | --- |
| **Vendor Information** | |
| Vendor Name | Federal Vendor ID/EIN #/NYS ID |
| Vendor Address | |
| Vendor Email | Vendor Phone |

**I hereby certify that all of the attached responses to the CRF Vendor Responsibility and Conflict of Interest Disclosure Form are complete, true and accurate to the best of my knowledge after diligent inquiry.**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Authorized Signature |  | Date |
|  |  |  |
| Name and Title of Authorized Signatory |  |  |

|  |  |  |
| --- | --- | --- |
| ***Vendor includes any affiliate, any predecessor company or entity, owner, director, officer or key person*** | | |
| **Questions** | | |
| 1. Is Vendor, or does Vendor employ any officers, directors or key persons, affiliated\* with New York State, the New York State and Local Retirement System, or the Common Retirement Fund?   *If yes*, on a separate sheet list all affiliations and identify whether any of the officers, directors, or key persons directly own interest of 10% or more of Vendor’s business. | ☐ **YES** | ☐ **NO** |
| 1. Have there been any major corporate changes at Vendor in the past year (e.g., legal status, equity ownership, business model, management)? | ☐ **YES** | ☐ **NO** |
| 1. Is Vendor currently in violation of any federal or state securities law or regulation? | ☐ **YES** | ☐ **NO** |
| 1. Does Vendor use, or has it used in the past 5 years, any other business name, FEIN, or d/b/a other than that provided to the Fund? | ☐ **YES** | ☐ **NO** |
| 1. Does Vendor have data breach/cyber liability insurance?   *If yes*, attach a certificate *of* coverage. | ☐ **YES** | ☐ **NO** |
| 1. Has Vendor been a victim of a cyber breach within the past 5 years? | ☐ **YES** | ☐ **NO** |

\* As used herein, affiliated means:

(1) the Comptroller or a family member of the Comptroller;

(2) an officer or employee of New York State Office of the State Comptroller (OSC);

(3) an individual or entity doing business with OSC or the Common Retirement Fund (CRF); or

(4) an individual or entity that has a substantial financial interest in an entity doing business with OSC, the CRF or the New York State Retirement System.[[2]](#footnote-2)

|  |  |  |
| --- | --- | --- |
| **Question** | | |
| 1. DoesVendor have a process for determining compliance with gift and entertainment policies applicable to government contracts? | ☐ **YES** | ☐ **NO** |
| 1. Has Vendor, its affiliates, officers, directors, key persons or employees offered, made, or provided any gift or hospitality to a New York State employee in violation of the New York State gift restrictions?\*\* | ☐ **YES** | ☐ **NO** |
| 1. Does Vendor agree to notify the CRF in the event Vendor becomes aware of any violation of the gift restrictions? | ☐ **YES** | ☐ **NO** |

\*\* New York State Public Officers Law provides that:

(1) No Statewide elected official, state officer or employee, individual whose name has been submitted by the Governor to the Senate for confirmation to become a State officer or employee, member of the Legislature or Legislative employee shall, directly or indirectly solicit, accept or receive any gift having more than a nominal value, whether in the form of money, service, loan, travel, lodging, meals, refreshments, entertainment, discount, forbearance or promise, or in any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence the State Employee, or could reasonably be expected to influence the State Employee, in the performance of the State Employee’s official duties or was intended as a reward for any official action on the State Employees part; and

(2) No person shall, directly or indirectly, offer or make any such gift to a Statewide elected official, or any State officer or employee, member of the Legislature or Legislative employee under such circumstances.

|  |  |  |
| --- | --- | --- |
| **Is Vendor or at any time within the past 5 years has Vendor been:** | | |
| 1. the subject of or participated in litigation involving the New York State and Local Retirement System, the CRF, or the Comptroller? | ☐ **YES** | ☐ **NO** |
| 1. the subject of a criminal indictment, judgment, conviction or a grant of immunity, including pending actions? | ☐ **YES** | ☐ **NO** |
| 1. named in, been the subject of, or agreed to a settlement or judgment in a civil matter that (i) could substantially impact the financial integrity of the firm or its capacity to provide services to the CRF, or (ii) involves any of the same personnel the firm will assign to provide services to the CRF? | ☐ **YES** | ☐ **NO** |
| 1. the subject of an enforcement action, sanction, fine, citation, or other disciplinary action or proceeding by the SEC, FINRA, NASD, or bar association, stock exchange, regulatory or professional oversight entity where such was not dismissed with prejudice or did not result in a finding of no responsibility? | ☐ **YES** | ☐ **NO** |
| 1. the subject of a material finding; had fines or penalties assessed; been censured; had an unsatisfied judgment, injunction, or lien (including judgments for taxes owed) obtained by; or agreed to a settlement with any federal, state or local governmental or regulatory entity? | ☐ **YES** | ☐ **NO** |
| 1. the subject of or party to any charge, claim, investigation, suit, or proceeding pending, threatened or ongoing, before or by any court or regulatory agency (or represented a party to such) that would have a material adverse effect upon Vendor’s services to the CRF or on Vendor’s firm? | ☐ **YES** | ☐ **NO** |
| 1. the subject of a civil suit alleging breach of fiduciary duty, fraud, etc? | ☐ **YES** | ☐ **NO** |
| 1. required to pay penalties or compensate any of its clients upon termination of services? | ☐ **YES** | ☐ **NO** |
| 1. the subject of a government suspension, debarment or rejection of any bid or disapproval of any contract, including pending actions, for (i) lack of responsibility, (ii) impermissible contacts or other violations of New York State law, (iii) denial or revocation of prequalification, (iv) a voluntary exclusion agreement, or (v) intentional provision of false or incomplete information to a governmental entity? | ☐ **YES** | ☐ **NO** |
| 1. the subject of a federal, state, or local government contract suspension or termination for cause prior to the completion of the term of a contract or been the subject of an administrative proceeding or civil action seeking specific performance or restitution in connection with any federal, state, or local government contract? | ☐ **YES** | ☐ **NO** |

1. List the regulatory bodies having oversight of Vendor.

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| --- | --- | --- |
| ☐ | **NA** |  |
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| --- | --- | --- |
| **Questions** | | |
| 1. Is Vendor or its affiliate(s) an SEC-registered investment adviser? | ☐ **YES** | ☐ **NO** |
| 1. Does Vendor and/or its affiliate(s) provide both (i) investment management or advisory services and (ii) fiduciary review services (regardless of whether such services are provided to the CRF)?   *If yes…*   * Answer Questions 22(a) – 22(b) below. | ☐ **YES** | ☐ **NO** |

22(a). LINES OF BUSINESS:

List all business lines from which Vendor has derived revenue during the past 5 years and the approximate percentage of total revenue represented by each line (e.g., consulting, asset management, broker dealer). Add rows as necessary.

|  |  |
| --- | --- |
| Business Line | Percentage of Total Revenue |
|  |  |
|  |  |
|  |  |
|  |  |

22(b). Describe Vendor’s process to identify potential conflicts of interest (or attach documentation of such).

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22(c). Describe whether clients of the investment management/investment advisory business include institutional investors or whether clients strictly limited to retail investors.

|  |
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|  |

22(d). State whether any members of the Project Team provide services for the Vendor’s investment management/investment advisory business. If applicable, provide details such as the name of the Project Team member that provides such services, the investment management/investment advisory services the Project Team member performs, and the amount of time spent providing investment management/investment advisory services.

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22(e). Describe measures (if any) the Vendor and its affiliate(s) undertake to separate its investment management/investment advisory business from its fiduciary review business.

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| **Conflicts of Interest** | | |
| 1. Has Vendor identified any potential conflicts of interest with the New York State and Local Retirement System, the CRF or the Comptroller?   Potential conflicts may relate to: economic or financial interests; fee or other compensation arrangements with sponsors (or affiliates) of private investment funds, other investment advisors, investment companies, broker dealers, municipal securities dealers, and any other person or entity that could, or could be reasonably perceived to, conflict with the Vendor’s ability to provide unbiased and objective advice to the CRF.  For example:   * Vendor currently represents or provides services to a client whose interests have been, are, or may be adverse to the interests of the CRF; * Vendor has interests that conflict with or may be perceived to conflict with Vendor’s ability to provide unbiased and objective advice to the CRF; * Vendor has within the previous 5 years, represented or provided services to a client whose interests were, or may have been, adverse to CRF interests. | ☐ **YES** | ☐ **NO** |

1. Listand describe Vendor’s business relationships involving New York State including its agencies, the New York State and Local Retirement System, the CRF, and the Comptroller during the past 5 years.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| ☐ | **NA** |  | |  |
| New York State Entity | | | Relationship | |
|  | | |  | |
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1. Identify persons with substantial ownership interests in the Vendor; its key principals; its key personnel to be assigned to provide the Services; and its Chief Compliance Officer (or person serving in a similar capacity) (“Covered Persons”).

|  |  |  |
| --- | --- | --- |
| Name | Email address | Title and Capacity |
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**APPENDIX E**

## CONTRACTOR’S CERTIFICATIONS/ACKNOWLEDGEMENTS

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| --- | --- | --- |
| **CONTRACTOR’S ACKNOWLEDGEMENT OF RECEIPT OF**  **OSC POLICY STATEMENT ON DISCRIMINATION AND HARASSMENT, INCLUDING SEXUAL HARASSMENT** | | |
| The Contractor and each person signing on behalf of the Contractor acknowledges that the signer has the authority to sign on behalf of the Contractor, has received a copy of the OSC Policy Statement on Discrimination and Harassment, Including Sexual Harassment (Appendix B), and agrees to abide by the terms of that Policy Statement. | | |
| **CERTIFICATION OF COMPLIANCE WITH STATE FINANCE LAW § 139(L)**  **REGARDING SEXUAL HARASSMENT POLICY AND ANNUAL TRAINING** | | |
| “By submission of this bid, each bidder and each person signing on behalf of any bidder certifies, and in the case of a joint bid each party thereto certifies as to its own organization, under penalty of perjury, that the bidder has and has implemented a written policy addressing sexual harassment prevention in the workplace and provides annual sexual harassment prevention training to all of its employees. Such policy shall, at a minimum, meet the requirements of § 201-g of the NYS Labor Law.”  Note: Reference to bid includes proposals and other responses to solicitations. Reference to bidder includes proposers and Contractors. | | |
| **NON-COLLUSIVE BIDDING CERTIFICATION** | | |
| The Contractor and each person signing on behalf of the Contractor certifies, and in the case of a joint bid each party thereto certifies as to its own organization, under penalty of perjury, that to the best of the signer’s knowledge and belief:   1. The prices in this Agreement have been arrived at independently without collusion, consultation, communication, or agreement for the purpose of restricting competition, as to any matter relating to such prices with any other competitor; 2. Unless otherwise required by law, the prices which have been quoted in this Agreement have not been knowingly disclosed by the Contractor and will not knowingly be disclosed by the Contractor, directly or indirectly, to any other competitor; and 3. No attempt has been made or will be made by the Contractor to induce any other person, partnership, or corporation to submit or not to submit a bid for the purpose of restricting competition. | | |
| **CONTRACTOR’S ACKNOWLEDGEMENT OF RECEIPT AND UNDERSTANDING OF OSC EXECUTIVE ORDER ON PROCUREMENT INTEGRITY** | | |
| The Contractor and each person signing on behalf of the Contractor acknowledges that the signer has received a copy of the OSC Executive Order on Procurement Integrity and OSC Procurement Integrity Procedures (Appendix C) and affirms, under penalty of perjury, that the signer understands such Executive Order and Procedures and will comply with them. | | |
| **THE SIGNATURE(S) BELOW INDICATES AGREEMENT WITH EACH OF THE ABOVE** | | |
|  |  |  |
| **Contractor/Proposer Name** |  | **Joint Proposer Name (if any)** |
|  |  |  |
| **Signature** |  | **Signature** |
|  |  |  |
| **Printed or Typed Name** |  | **Printed or Typed Name** |
|  |  |  |
| **Title** |  | **Title** |
|  |  |  |
| **Date** |  | **Date** |

*Add additional signature lines below for additional Joint Proposers, as necessary*

May 17, 2019

**APPENDIX F**

## CRF PROPOSER’S DISCLOSURE OF PRIOR NON-RESPONSIBILITY DETERMINATIONS

1. Has the Proposer been found by any governmental entity to be non-responsible within the past four years from the date of this proposal due to either:
   1. impermissible contacts or other violations of New York State Law; or

Yes  No

* 1. intentional provision of false or incomplete information to a governmental entity?

Yes  No

If your answer to either of the above is “Yes,” please attach a written explanation, indicating the date of such finding, the entity that found non-responsibility, and the circumstances surrounding such finding (including any written finding of non-responsibility issued by such entity).

Signature

Printed or Typed Name

Title

Procurement Number/Name

Date

February 29, 2012

**APPENDIX G**

## MATERIAL CONFLICTS OF INTEREST STATEMENT

As provided in Part 136-2.4(c) of Chapter IV of Title 11 of the Official Compilation of Codes, Rules and Regulations of the State of New York, investment managers, and consultants or advisors shall promptly disclose to the Common Retirement Fund, in writing, any conflict of interest the investment manager or consultant or advisor may have which could reasonably be expected to impair the investment manager’s, or consultant’s or advisor’s ability to render unbiased and objective advice.

Investment managers, and consultants or advisors hereby acknowledge that they are aware of and in compliance with the above standard, and agree as follows:

**ALL INVESTMENT MANAGERS, AND CONSULTANTS OR ADVISORS OWE THE COMPTROLLER AND THE COMMON RETIREMENT FUND A FIDUCIARY DUTY. THIS MEANS THAT INVESTMENT MANAGERS, OR CONSULTANTS OR ADVISORS MUST DISCLOSE TO THE COMPTROLLER INFORMATION ABOUT MATERIAL CONFLICTS OF INTEREST. FAILURE TO TRUTHFULLY COMPLETE THIS STATEMENT MAY RESULT IN CRIMINAL OR CIVIL LIABILITIES.**

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| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
| **Signature** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
| **Name** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
| **Title** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
| **Date** |

STATE OF \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ )

) ss.:

COUNTY OF \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ )

On the day of in the year 20 , before me personally appeared , known to me to be the person who executed the foregoing instrument, who, acknowledged to me that the person maintains an office at , and further that the person is the of , the business described in the foregoing instrument; that the person is authorized to execute the foregoing instrument on behalf of the business for the purposes set forth therein; and that, pursuant to that authority, the person executed the foregoing instrument in the name of and on behalf of the business as the act and deed of the business.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Notary Public**

**Registration No.**

1. For the purpose of this paragraph, the term substantial financial interest shall mean the control of the entity, whereby control means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the entity, whether through the ownership of voting securities, by contract (except a commercial contract for goods or non-management services) or otherwise; but no individual shall be deemed to control an entity solely by reason of his being an officer or director of such entity. Control shall be presumed to exist if any individual directly or indirectly owns, controls or holds with the power to vote 10 percent or more of the voting securities of such entity. [↑](#footnote-ref-1)
2. For the purpose of this paragraph, the term substantial financial interest shall mean the control of the entity, whereby control means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the entity, whether through the ownership of voting securities, by contract (except a commercial contract for goods or non-management services) or otherwise; but no individual shall be deemed to control an entity solely by reason of his being an officer or director of such entity. Control shall be presumed to exist if any individual directly or indirectly owns, controls or holds with the power to vote 10 percent or more of the voting securities of such entity. [↑](#footnote-ref-2)