



Water and Power Employees' Retirement Plan

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June 26, 2017

REQUEST FOR PROPOSAL: Private Equity Consultant

Dear Proposer:

The Retirement Board of the Water and Power Employees' Retirement, Disability, and Death Benefit Plan, including the Retiree Health Benefits Fund (the Plan), is seeking to hire the services of a Private Equity Consultant after a request for proposal (RFP) process.

The RFP and other required documents may be downloaded from the Plan's website <http://retirement.ladwp.com>.

Please submit one (1) hard copy and one (1) electronic copy on a CD-ROM (both required) of the completed response to this RFP by 3:00 P.M. PST, on Friday, July 21, 2017, and mail to:

Los Angeles Water and Power Employees' Retirement Plan
Alexander Lee, Investment Officer
111 North Hope Street, Room 357
Los Angeles, California 90012-4207

FACSIMILE, EMAIL, OR CD-ROM COPIES WILL NOT BE ACCEPTED FOR DEADLINE PURPOSES. HARD COPIES SUPPLEMENTED WITH A CD-ROM COPY ARE REQUIRED FOR CONSIDERATION FOR THE PRIVATE EQUITY CONSULTING SERVICES.

If you are selected as a finalist, please be prepared to provide TEN (10) additional hard copies of your RFP response.

From the RFP release date until a contract for these services is fully executed, firms, including the incumbent, are prohibited from communicating with Board members or Staff, other than the RFP Administrator, concerning this RFP or the resulting contract. Any communications could be considered attempts to lobby or market services and is therefore prohibited. Firms will be disqualified from contract consideration if the prohibition is not honored.

Any questions regarding this RFP should be submitted to the Investment staff at investments@ladwp.com prior to 3:00 P.M. PST, on July 14, 2017. Responses to questions will be shared with all participating Proposers. Please do not change the order of the RFP Questionnaire in your response.

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I. INTRODUCTION

The Los Angeles Water and Power Employees' Retirement, Disability, and Death Benefit Plan, including the Retiree Health Benefits Fund, administers a Defined Benefit Pension Plan (the Plan) with assets in excess of \$13 billion. Selection of the Private Equity Consultant will be based upon demonstrated ability of the professionals to provide the expertise or assistance needed.

II. SERVICES TO BE PROVIDED

The Plan is seeking qualified Proposers to provide private equity consulting services. Under the direction of the Board, the Retirement Plan Manager and Retirement Office investment staff, the Private Equity Consultant will (i) provide private equity consulting services for the approximately \$13 billion pension plan; and (ii) discharge duties solely in the interests of the Plan's participants and beneficiaries and with the judgment, care, skill, prudence and diligence that an expert would use in a similar situation. The Plan's long-term target allocation to private equity was increased in 2015 from 5% to 8%. As of March 31, 2017, the Plan's private equity investment portfolio is valued at approximately \$413 million.

The scope of work covers private equity consulting to the Board by providing advice and expertise with respect to the private equity investment and management of assets for a period of three (3) years. The Private Equity Consultant is expected to perform its duties in accordance with the Plan's private equity investment guidelines. The proposer must be able to provide all of the services listed below unless otherwise indicated.

1. Assist the Board in developing its private equity program through education and strategic analysis.
2. Review the Board's private equity policies, guidelines, and private equity portfolio on an ongoing basis and make recommendations for modifications as required.
3. Prepare quarterly investment performance reports and analysis of the Plan's private equity portfolio and present this material to the Board as requested. In addition, provide an annual strategic plan to the Board analyzing the Plan's aggregate private equity investment portfolio asset mix, risk, return, etc.
4. Evaluate and compare private equity funds and general partners, including key decision makers, fund's investment strategies, organizational structures, deal/investment review and negotiation of terms. Any recommendation for investment should be supported by appropriate written due diligence summaries and presented to Staff and the Board.
5. Consultant's services including identification and assistance in selection of general partners and deals; assist with contract and legal services (document review and contract negotiations); and monitoring and tracking of capital calls, distributions, in-kind distributions, fees, etc.

6. Market value and performance reconciliation and in-depth reporting and verification of management fees and expenses, in accordance with applicable state laws, including, without limitation, Cal. Govt. Code § 6254.26(b) and Cal. Govt. Code § 7514.7.
7. Respond to Board questions regarding private equity investments, regulatory changes, and keep the Board informed on new developments in the field.
8. Regularly attend Board meetings as requested.

III. MINIMUM QUALIFICATIONS CERTIFICATION

All proposals will be evaluated in two areas: 1) the Required Minimum Qualifications and 2) the Preferred Criteria, as specified below.

1. Required Minimum Qualifications (RMQ)

The Proposer must meet all of the following RMQs as of March 31, 2017; otherwise its proposal will be rejected. **For each RMQ, the Proposer must provide a detailed response stating how the Proposer complies and indicating that the Proposer has met the RMQ as of March 31, 2017. A response that is limited to a reference to other sections of the RFP will be insufficient. Any known deviations from the RMQs below must be disclosed in detail on this form.**

- a. Proposer must have been in existence for at least five (5) full years providing non-discretionary private equity consulting services. ____ (initial)
- b. Proposer must not have been censured by the Securities and Exchange Commission (SEC) or subject to regulatory action within the last five (5) years. ____ (initial)
- c. Proposer must carry the appropriate insurance coverage including errors and omissions and professional liability insurance as indicated in Appendix A of this RFP. ____ (initial)
- d. The Proposer must comply with City of Los Angeles and the Los Angeles Department of Water and Power requirements as indicated in Appendix B & C of this RFP. ____ (initial)
- e. The Proposer must agree to obtain a City of Los Angeles Business Tax Registration Certificate by the time contract negotiations are complete. ____ (initial)
- f. The Proposer must complete the RFP questionnaire in its entirety and complete and submit the City's required attachments pertaining to Non-Discrimination/Equal Employment Practices, Affirmative Action, and Child Care Support at the same time as the RFP response. ____ (initial)

- g. The proposed lead consultant must have provided full-retainer investment consulting services comparable to those detailed in the “Services to be Provided” in Section II of this RFP to at least three (3) public pension plans with at least \$5B in assets, for a minimum of three (3) years as of March 31, 2017. _____(initial)
- h. The proposed lead consultant must have a minimum of three (3) years full-retainer institutional private equity investment experience and not less than three (3) years with the firm. _____(initial)
- i. The proposed lead consultant must be directly responsible for the management of the account, and all personnel responsible for the account must be employees of the firm. _____(initial)
- j. Proposer must be available for presentations to, and consultation with, the Board on a wide variety of private equity investment-related issues. _____(initial)
- k. The Proposer must be able to recommend policy and investment guideline changes. _____(initial)
- l. The Proposer must be able to act as a fiduciary with respect to the Plan. _____(initial)

2. Preferred Criteria (PC)

The following PCs are strongly desired by the Plan. Although failure to meet one or more of the PCs may not necessarily result in disqualification, Proposers who fail to meet one or more of the PCs as of March 31, 2017, may be considered less favorably in the selection process. **Please provide a detailed answer for each of the PCs. Please do not only refer to other sections of the RFP. Any known deviations from the PCs below must be disclosed in detail on this form.**

- a. The Proposer should not have been involved in any material litigation or claims in the past five (5) years. _____(initial)
- b. The Proposer should have at least three (3) existing U.S. based, tax-exempt clients utilizing similar private equity consulting services. _____(initial)
- c. The firm should be SEC registered. _____(initial)

Certification

By signing below, an authorized representative of the Proposer warrants that the Proposer shall meet all of the REQUIRED MINIMUM QUALIFICATIONS and understands the PREFERRED CRITERIA, as detailed above.

Authorized Signature (Print Name)

Title Date

Company

IV. REQUIRED PROPOSAL DOCUMENTS

Any proposal that does not provide the information requested below or does not meet all the requirements will be rejected.

All responses must be valid and shall remain in effect for at least 365 days to allow for contract negotiations.

A. Sequence of Events

Event	Date
Provide <i>written</i> notification (prefer email) to the Plan of intent to submit proposal	July 7, 2017
Deadline for any questions the Proposer may have regarding the information presented in this Request for Proposal. Requests must be made in writing (prefer fax or email). Include contact information and name of consulting firm.	July 14, 2017
Deadline for submission of proposals	July 21, 2017
Complete proposal evaluation	TBD
Expected presentations by finalist(s)	TBD
Expected to complete due diligence, contract negotiations, etc.	TBD

B. Cover Letter

A cover letter should accompany the proposal and include the following: the company name and address, and the name, title or position and telephone number of the person or persons authorized to bind the organization to all commitments made in the proposal. The letter must be signed by the person or persons authorized to bind the Proposer contractually. The letter must also include the following statement:

“We have read the Request for Proposal (RFP) for pension plan private equity consulting services and fully understand its intent. We warrant that all information and statements in this RFP are complete and true.”

“We certify that we have adequate personnel, equipment and facilities to provide the Plan’s requested services. We understand that our ability to meet the criteria and provide the required services shall be judged solely by the Retirement Board.”

“We have thoroughly examined the RFP requirements and our proposed fees cover all the services that we have indicated we can meet. We acknowledge and accept all terms and conditions included in the RFP. We acknowledge the receipt of any and all amendments made to this RFP.”

C. Signed Minimum Qualifications Certification

Proposers must sign the Minimum Qualifications Certification page (Section III), as directed, and include it as part of the response to be mailed to the Plan’s Staff.

D. Request for Proposal (RFP) Questionnaire

Proposers must complete and return all sections of the Proposal Questionnaire (Section VIII). **The information requested must be provided in the presented format.**

E. Contract Period

The contract period will be three (3) years.

F. Insurance Requirements

It is the policy of the City of Los Angeles Department of Water and Power (Department) and the Plan that, upon the award of a contract, the selected Proposer must provide evidence of insurance that conforms to the insurance requirements of the proposal. Insurance requirements are explained in detail in Appendix A - "Contract Requirements" and the types and amounts of coverage required for this project are specifically outlined in Attachment A – "Contract Insurance Requirements" of Appendix A.

When and if you are awarded a contract/agreement, acceptable evidence of required insurance, from insurers acceptable to the Department, will be required to be submitted within 30 days of the date of award and maintained throughout the term of the contract. Said evidence of insurance must be on file with the Risk Management Section of the Department in order to receive payment under any contract for services rendered, and in order to commence work under your contract.

For further information regarding these requirements, please contact:

Los Angeles Department of Water and Power
Risk Management Section
Phone: (213) 367-4674
Fax: (213) 367-0214

The Proposer selected will be required to comply with the insurance terms and conditions of the Plan, the City of Los Angeles, and the Department, as discussed and enumerated in Appendix A of this RFP.

G. Other Relevant Items

Proposers must include their firm's annual report and/or statement of financial condition (marked as EXHIBIT – A), as well as Certificate(s) of Insurance evidencing coverage as required by the Board and the Department (see Appendix A). Proposers must complete and return all other attachments as specified in the Appendices.

V. PROPOSAL EVALUATION CRITERIA

The factors to be utilized in evaluating the proposals will include, but are not limited to, the following:

1. Experience (both quality and quantity) of the consulting organization and its staff in providing pension plan services for other public pension plans.
2. Qualifications of professional staff to be assigned to the account, with particular attention paid to relevant experience with public pension funds.
3. The quality, conciseness and completeness of the proposal.
4. The quality of the sample reports provided.
5. Reasonable fees.

VI. SUBMISSION PROCEDURES

A. Deadline

THE DEADLINE FOR SUBMISSION OF RESPONSES IS **JULY 21, 2017**. ALL MATERIAL MUST BE RECEIVED BY THE CLOSE OF BUSINESS (3:00 P.M. PST) ON THAT DAY. THIS DEADLINE WILL BE STRICTLY ENFORCED.

Responses must be signed by an individual with authority to bind the firm and the authority of the individual signing must be stated thereon.

Please submit one (1) hard copy and one (1) electronic copy on a CD-ROM (both required) of the completed response to this RFP by the above mentioned deadline and mail to:

Los Angeles Water and Power Employees' Retirement Plan
Alexander Lee, Investment Officer
111 North Hope Street, Room 357
Los Angeles, California 90012-4207

Copies must be sealed in an envelope or wrapping, which shall be clearly marked:

Name of Firm
Private Equity Consultant RFP

If you are selected as a finalist, please be prepared to provide TEN (10) additional hard copies of your RFP response if requested.

B. Contact Information

Alexander Lee, Investment Officer
investments@ladwp.com
Fax (213) 367-1623

C. Preparation of Proposal

Each proposal shall be prepared simply and economically avoiding the use of elaborate promotional materials beyond those sufficient to provide a complete, accurate and reliable presentation. The Proposer understands and agrees that the Plan shall not have financial responsibility for any costs incurred by the Proposer in responding to this RFP. The responses become the property of the Plan and are subject to public inspection.

D. Withdrawal

Should your Proposal no longer satisfy the criteria or wish to decline further consideration, please notify the Plan by emailing investments@ladwp.com. A proposal may be withdrawn or modified at any time prior to the deadline date and time.

E. Contract Negotiations

This RFP in no manner obligates the Plan to the eventual procurement of services until confirmed by a contract. The Plan’s Board Members reserve their exclusive right to reject any or all proposals with or without reason. After a review of the proposals, and final presentations, the Plan intends to enter into contract negotiations with one Private Equity Consultant. The negotiations could include all aspects of services and fees. The firm awarded the contract will be required to enter into a written contract with the Plan in a form approved by the Board, including the standard contract requirements and language outlined in this RFP. This RFP and the proposal, or any part thereof, may be incorporated into and made part of the final contract.

F. Confidential or Proprietary Information

All information submitted in response to this RFP, regardless of whether it is marked or otherwise designated as “confidential,” is a public record and subject to disclosure without limitation in response to applicable requests pursuant to the California Public Records Act (Government Code Section 6250 et seq.).

VII. FEE PROPOSAL

FIRM _____

Subsequent to being awarded the contract, in no case will the negotiations result in a fee which is higher than the fee contained in this proposal.

In preparing the fee schedule, proposer must consider the requirements described in this RFP. Please provide fee schedules as requested in the following table.

Consulting Service	Contract period of three years
Private Equity Consulting	\$
Total Fee	\$

The following should be taken into consideration:

- 1) The fees are to be proposed in U.S. Dollars.
- 2) All services will be paid quarterly in arrears.
- 3) Are the fees quoted negotiable?

VIII. RFP QUESTIONNAIRE

PRIVATE EQUITY CONSULTANT QUESTIONNAIRE

Firm Name: _____

Contact Name: _____

Address: _____

Phone: _____ Fax: _____

Please respond to questionnaire by 3:00 P.M. PST on July 21, 2017 and return to:

**Los Angeles Water and Power Employees' Retirement Plan
 Alexander Lee, Investment Officer
 111 North Hope Street, Room 357
 Los Angeles, California 90012-4207**

In order to be evaluated for this service, all responses must be completed using the format presented in the RFP. This includes question numbers, section titles, labels, etc. Do not re-order questions, change titles, or change the formatting of the RFP.

PART 1: ORGANIZATION

1. Provide the following information:

Specific (proper) name of organization	
Company's address	
Year began providing private equity consulting services	

2. If selected for private equity consulting services, what is the name of the legal entity that will be represented on the contract(s)?
3. Who should be contacted regarding any questions about the information contained in your response to this RFP? Who will be the lead consultant and relationship contact if selected? Provide the following contact information for each: title, phone, email, and address.

	RFP Contact	Lead Consultant	Secondary Consultant
Name/Title			
Phone			
Email			
Address			

4. Provide a general description and history of the firm.
5. Briefly describe your firm's background and experience in providing private equity consulting services. In what year did your firm begin providing private equity consulting services and in what year did the firm begin providing private equity consulting services to public pension plan and tax-exempt clients?
6. Describe the ownership structure of the firm, including any subsidiaries, affiliated companies or joint ventures. Are there any anticipated ownership changes and/or influences of parent organization(s)? If yes, please describe.
7. List all current owners of the firm and % ownership (please add rows as needed.)

Name/Company	Relationship to Firm (if any)	% Owned

8. What, if any, ownership interests do the firm's officers or principals have in other businesses?
9. Briefly describe your firm's experience and capabilities for each of the following private equity strategies and structures:
 - a. Leveraged Buyouts
 - b. Growth and Expansion Capital
 - c. Venture Capital
 - d. Special Situations
 - e. Mezzanine / Other Credit
 - f. Secondaries / Direct Secondaries
 - g. International Private Equity
 - h. Energy / Natural Resources
 - i. Co-Investments
 - j. Managed Accounts
 - k. Fund of Funds
 - l. Other
10. What do you consider to be your firm's private equity consulting specialties, strengths and limitations? How do you differentiate from your competitors? What services, if any does your firm offer clients in addition to private equity consulting services?

11. Is your firm a registered investment advisor under the Investment Advisors Act of 1940? If so, please provide us with a copy of your firm's most recent ADV Parts I and II (marked as EXHIBIT – B).
12. Describe any significant organizational or personnel changes within the past three (3) years as of June 30, 2017. Do you anticipate any changes in the future? Discuss the causes and impact of any turnover.
13. Disclose any sanctions or disciplinary actions taken against the firm or individual by the SEC, FINRA, or other regulatory body within the last five (5) years as of June 30, 2017.
14. Disclose any legal claims or arbitration hearings the firm or individual has been involved in, settled, or been required to pay within the last five (5) years as of June 30, 2017.

PART 2: PERSONNEL

15. How many total employees are there in your firm (i.e. in the private equity investment consulting organization or unit only)? Please provide a breakdown of staff in the grid below.

Position	Number	Brief Position Description
Principal, Managing Director		
Investment or Portfolio Analyst		
Client Servicing/Marketing		
Reporting		
Legal		
Administrative		
Other		

16. Complete the following table with information for the key professionals assigned to the private equity consulting team for this account. Briefly explain each individual's responsibilities.

Criteria	Proposer		
	P	B	S
Proposed Main Consultant (include title)			
Office Location of Proposed Main Consultant			
Number of Clients Serviced by Proposed Main Consultant (Please indicate whether clients serviced are: Primary (P); Back-up (B); Secondary Back-up (S))			
Assets Under Advisement of Client Relationships			
Current Position Experience			
Firm Experience			

PE Consulting Services Experience			
Total Financial Industry Experience			
Area of Responsibility			
Proposed Back-up Consultant (include title)			
Office Location of Proposed Back-up Consultant			
Number of Clients Serviced by Proposed Back-up Consultant (Please indicate whether clients serviced are: Primary (P); Back-up (B); Secondary Back-up (S))	P	B	S
Assets Under Advisement of Client Relationships			
Current Position Experience			
Firm Experience			
PE Consulting Services Experience			
Total Financial Industry Experience			
Area of Responsibility			
Proposed Secondary Back-up Consultant (include title)			
Office Location of Proposed Secondary Back-up Consultant			
Number of Clients Serviced by Proposed Secondary Back-up Consultant (Please indicate whether clients serviced are: Primary (P); Back-up (B); Secondary Back-up (S))	P	B	S
Assets Under Advisement of Client Relationships			
Current Position Experience			
Firm Experience			
PE Consulting Services Experience			
Total Financial Industry Experience			
Area of Responsibility			
Proposed Consultant support (include title)			
Office Location of Proposed Consultant support			
Current Position Experience			
Firm Experience			
PE Consulting Services Experience			
Total Financial Industry Experience			
Area of Responsibility			

Proposed Consultant support (include title)	
Office Location of Proposed Consultant support	
Current Position Experience	
Firm Experience	
PE Consulting Services Experience	
Total Financial Industry Experience	
Area of Responsibility	

17. Provide an organization chart of (1) your overall firm and (2) your consulting unit, including title and main functions of senior personnel (marked as EXHIBIT – C).
18. Provide biographies and/or résumés of all personnel associated with private equity consulting services team (marked as EXHIBIT – D).
19. Please discuss the evolution of the private equity consulting services team including how long the current team has been together.
20. Is your private equity consulting services group separate and distinct from the rest of the organization? If not, how do you address the potential conflict of interests that can arise?
21. Does your firm have a succession plan in place for key senior personnel on the private equity consulting services team? Please describe.
22. What policies control the workload as it relates to the number of clients serviced by each account lead? Is there a limit on the number of accounts that an account lead may handle?
23. What incentives are provided to attract and retain top quality employees at your firm?
24. Indicate the number of personnel changes within the private equity consulting services group for the past five (5) calendar years ending December 31, and for the first six (6) months of 2017 in the table below. Please breakout turnover by functional areas. Discuss the causes and impact of any turnover.

Position	2012		2013		2014		2015		2016		As of 6/30/17		Reason for Departure(s)
	Gain	Loss	Gain	Loss	Gain	Loss	Gain	Loss	Gain	Loss	Gain	Loss	
Principal, Managing Director													
Research													
Client Servicing/													

Marketing													
Consultants													
Manager Search/Data Processing													
Legal													
Performance/ Technical Personnel													
Administrative													
Other													

25. List the names of key staff, such as lead consultants, Managing Directors, etc., that have joined or left the firm over the past five (5) years ending December 31, and for the first six (6) months of 2017. Include their title, functional area and start date/end date. Also note any pending team changes that have occurred or are anticipated to occur subsequent to this date.

PART 3: CLIENT INFORMATION

26. In grid format, indicate the amount of non-discretionary and discretionary private equity assets under advisement for each year from 2012 to 2016 (ending December 31), and for the first six (6) months of 2017, and the total number of full-retainer clients for each. Do not include project-based clients.

	Non-Discretionary Assets		Discretionary Assets		Total	
	\$ millions	# of clients	\$ millions	# of clients	\$ millions	# of clients
2012						
2013						
2014						
2015						
2016						
6/30/17						

27. In grid format, reflect the total private equity investment activity under your firm over the last five (5) years as of June 30, 2017. Indicate the type, the number of clients placed in those investments, the amount allocated, and the amount funded. Complete each grid below for non-discretionary clients and discretionary clients.

	No. of Clients	Amount Allocated (\$)	Amount Funded (\$)
Non-Discretionary			
Leveraged Buyouts			
Growth Equity			

Venture Capital			
Special Situations			
Mezzanine / Other Debt			
International Private Equity			
Secondaries / Direct Secondaries			
Energy / Natural Resources			
Fund of Funds			
Co-Investments			
Other			

Discretionary	No. of Clients	Amount Allocated (\$)	Amount Funded (\$)
Leveraged Buyouts			
Growth Equity			
Venture Capital			
Special Situations			
Mezzanine / Other Debt			
International Private Equity			
Secondaries / Direct Secondaries			
Energy / Natural Resources			
Fund of Funds			
Co-Investments			
Other			

28. Please list your five clients with the largest private equity allocation and supply the following information:
- a. The name of the client and the type of investor (e.g. public pension plan, corporate retirement plan, foundation, endowment, family office, high net worth individual, etc.)
 - b. The month and year they hired you and the type of relationship (e.g. full advisory, specialized, etc.)
 - c. Discretionary or non-discretionary relationship
 - d. The size of your private equity allocation and how much has been funded through your efforts
 - e. The percent of firm-wide revenue represented by the five largest clients.
29. Please list three (3) clients similar in size and asset allocation to the Plan as references for whom you have provided private equity consulting services. Include client name, address, name and telephone number of contact person, and portfolio size.

30. How many clients does your firm provide with full-service private equity consulting services and how many on a project-by-project basis?

	Full Service Consulting	Project Basis
Firm Clients		

31. Provide a list of clients that have terminated your services within the last five (5) years as of June 30, 2017, the hiring and termination dates, the asset size of the client at time of termination, and the reasons for termination of each.

Clients	Hire Date	End Date	Asset Size	Reason

32. Please present the growth of your firm on a calendar year basis from 2012 through 2016 (ending December 31), and for the first six (6) months of 2017, in grid format:

	Number of clients gained	Number of clients lost	Total private equity assets under advisement (\$ millions)	Total amount allocated to your clients (\$ millions)	Total staff employed by your firm
2012					
2013					
2014					
2015					
2016					
6/30/17					

33. Describe your plans for managing the future growth of your firm in terms of:
- Total number of accounts that will be accepted
 - Total assets that will be accepted (discretionary and non-discretionary)
 - Plans for additions to professional staff and approximate timing in relation to anticipated growth in the number of accounts or assets

PART 4: ETHICAL CONDUCT

34. Has any current or former employee associated with the private equity consulting team been party to any investigations, litigation (including any settled out of court), legal judgments, or regulatory action during the past five (5) years as of June 30, 2017, while at this or any other firm? If so, please provide (i) a brief synopsis, (ii)

the current status, and (iii) a comment on the action's merits.

35. In addition to private equity consulting fees paid to your firm by clients who retain your firm as their private equity investment consultant, what other sources of revenue does your firm and/or your firm's affiliates receive that relate (directly or indirectly) to the provision of investment consulting services?
36. List all services provided by the firm, its principals, or any affiliates that generate revenues for the firm and indicate the applicable percent of the firm's total revenue during the last five (5) years ending December 31, and for the first six (6) months of 2017. Insert % under each year for each of these:

	2012	2013	2014	2015	2016	6/30/17
Revenues from Consulting with Plan Sponsors						
Revenues from Money Management activities						
Revenues from Services to Money Managers						
Revenues from Services to Plan Sponsors						
Other Services such as fund-of-fund fees						
Revenues from Subsidiaries						

37. Did these services produce 100% of the firm's revenue during the reporting period? If not, provide information regarding differences.
38. Does your firm or any of its affiliates manage money or provide trust services for clients? Does your firm have relationships with money managers that you recommend, consider for recommendation, or otherwise mention to the Plan for our consideration? If so, please describe those relationships.
39. If your firm manages a fund-of-funds in private equity, please indicate specifically how capacity in investment opportunities is allocated among your fund-of-funds, non-discretionary clients, discretionary clients, and whether your fund-of-funds or any client's funds have preference or priority. Do prior relationships factor into the allocation policy? If so, how do they impact allocation policy and investment prioritization? If your firm maintains an investment queue, provide details on how the queue functions. If you have a written policy, please provide a copy of it.
40. If your firm manages any fund-of-funds in private equity, please comment on your fee structure, and how it compares to the fees charged clients not participating in the fund-of-funds vehicle.
41. Is the firm owned, in whole or in part, by a money management firm or firms? Has the firm received loans from any money management firms, their subsidiaries, or

principals? Does the firm manage money for the parent or affiliate? Does the firm's parent or affiliate manage money for the firm? If so, explain.

42. Does the firm or its members invest its own money in the investments recommended to clients?
43. How are consultants' recommendations to clients reviewed and monitored by your organization? Does the firm adhere to a level of consistency in consultant recommendations?
44. Provide levels of coverage for fidelity bonds, errors and omissions coverage, and other fiduciary coverage that your firm carries; include the name and address of the coverage provider and the maximum amount of coverage per claim.
45. Has the firm submitted a claim to its errors & omission, fiduciary liability and/or fidelity bond insurance carrier(s) for the last five (5) years as of June 30, 2017? If yes, please provide details.
46. Please provide a copy of the firm's code of ethics policy.
47. Has the firm adopted the Chartered Financial Analyst (CFA) Code of Ethics and Standards of Professional Conduct or a written code of conduct or set of standards for professional behavior? If so, please attach the Code of Conduct and/or state how the CFA Code of Ethics is monitored and enforced.
48. How does the firm identify and manage conflicts of interest?
49. Explain any potential for conflicts of interest your firm would have in providing services to the Water and Power Employees' Retirement Plan. Conflicts of interest would include products sold or services provided to money managers or general partners, business relationships with the Plan's Board members or Staff, discretionary assignments with a carried interest, etc. What procedures are in place that would mitigate or eliminate potential conflicts of interest?
50. Do you subcontract or outsource any parts of your investment consulting business? If yes, please describe in detail which parts are performed externally and the reason for doing so. Please provide the name(s) of the providers, their office location, how long they have been in business, and the qualifications of the specific people who will be working on our account.

PART 5: INVESTMENT PROCESS

51. List all standard services provided in a typical pension plan full-service private equity consulting and performance monitoring relationship. Include a description of the research and other technical resources, including online databases and computer-based analytical tools that you make available to your clients.
52. Describe your public pension plan experience and approach in developing and monitoring, and updating private equity investment policies and objectives for a diversified pension plan. Comment on your process for analyzing a client's private

equity portfolio structure, for recommending modifications, and frequency. Describe the manner in which you assist Boards in developing and monitoring private equity investment policy, strategy and asset mix.

53. What does your firm consider to be the crucial issues to be addressed in a private equity investment policy?
54. Describe the process for determining a client's commitment pacing schedule. How do you determine a client's commitment size to any particular fund?
55. Describe your policy on exit strategies for private equity investments. How do you manage your client's in-kind distributions?
56. Describe the experience of the firm and the lead consultant regarding the workout of private equity investments that dramatically underperformed expectations or unexpectedly became distressed. Please cite at least one specific example of this experience and the ultimate results obtained for the client.
57. Describe your process and internal capabilities for analysis/due diligence of a recommended private equity investment proposal for the Board. Assume this review would require a site visit.
58. How do you verify that the data that you have is up-to-date and accurate?
59. What information do you collect in the first review process?
60. How do you research and what information do you gather when evaluating an investment that has passed your preliminary screens?
61. Describe your philosophy and style on private equity investments as it applies to a client's total portfolio, how private equity fits into a diversified portfolio, the relationship between risk and expected returns? What are the projected risks and returns for 3-, 5-, 10-, and 20-year holding periods?
62. Discuss how risk is assessed in the private equity portfolio. Describe techniques that you support for managing risk and risk budgeting.
63. Discuss how you optimize the number and types of managers and how you assess the effect of including new managers. Discuss any statistical analysis that is performed.
64. Describe your experience and capabilities in reviewing and recommending private equity investments. In each of the last five (5) years ending December 31, how many recommendations were made for institutional clients? How many different funds were recommended by you in different private equity strategies/vehicles (buyouts, venture, special situations, co-invest, separate accounts, etc.)?
65. How are decisions made within your firm, communicated to the client, and implemented?
66. Does your firm conduct due diligence on opportunities sourced by your clients?

67. What is your view on what is an appropriate private equity benchmark for your clients? And why?
68. Are your firm's recommended investments specific to individual clients or the same for all similar clients?
69. If negotiating a partnership agreement or similar document, describe your firm's approach for the following:
 - a. Schedule of management fees.
 - b. Level of profit sharing.
 - c. Hurdle rates of return.
 - d. Co-investment issues.
 - e. Vesting schedule for general partner.
 - f. Conflicts of interest; new partnerships formed by continuing general partners.
 - g. Distributions in cash or securities.
 - h. Limited partners' rights on changing the fund, size of the fund, etc.
 - i. Replacement of the general partner.
 - j. Advisory Board membership.
 - k. Any other provisions not listed here.

PART 6: MANAGER / DEAL SEARCH

70. Describe how your firm becomes familiar and knowledgeable about new funds and opportunities in each private equity type. Does your firm use placement agents as part of your sourcing strategy? If yes, how many percent of total commitments made are results of placement agents?
71. Has your firm seeded or was an anchor investor in new or upcoming funds? If so, please list partnerships, vintage, fund size, strategy, and performance. What terms were negotiated?

Partnership	Vintage	Fund Size	Strategy	IRR	TVPI

72. Please describe the firm's manager search process. How does the firm initially screen managers? What criteria are emphasized in the later stages of a search?
73. Indicate search activity for each of the last five (5) years (ending December 31), using the following grids:

	Number of managers who made initial contact with consultant	Number of managers who made an on-site presentation with consultant	Number of managers where full due diligence was conducted
2012			
2013			
2014			
2015			
2016			

74. How many different funds or investment products were recommended by the firm for each year from 2006 to 2016 (ending December 31), in each category listed below?

Strategy	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016
Venture											
Growth											
Buyout											
Special Situations											
Credit*											
International											
Secondaries**											
Energy											
Infrastructure											
Co-invest											
Other***											

* Senior and Junior Debt, **Includes Direct Secondaries, ***Strategies not included above

75. In the chart above, please indicate what type and how many searches were conducted during each of the calendar years 2012, 2013, 2014, 2015, and 2016, for institutional clients with over \$5 billion in assets? Please indicate the number in parenthesis.
76. How do you address funds with capacity issues?

77. How do you address general partners, who have a great track record, currently in the market fundraising, but their last fund's return did not meet expectations?
78. How do you resolve differences of opinion with the general partner towards Institutional Limited Partner's Association's Principles?
79. Describe your database that is used for manager searches.
 - a. How many managers do you maintain on your manager search database?
 - b. Is your system purchased or proprietary?
 - c. How do you gather, verify, analyze, and update manager information? How frequently? How do you verify manager-provided information?
 - d. How do you categorize managers? List manager styles, characteristics that distinguish each style in your classification system, and include concise definitions.
 - e. What criteria do you use in evaluating managers?
 - f. Would Plan's Staff have access (web, remote access, etc.) to your database?
80. What fees or other consideration do you receive from managers who wish to be maintained in your database?
81. Describe the firm's methodology and sources of data for analyzing and evaluating a potential manager's performance. Discuss benchmarks and comparisons with other managers. How is risk factored into this analysis? How do you verify investment manager information such as performance history and their compliance with the CFA's Global Investment Performance Standards (GIPS)?
82. How many years of performance data is on the system?
83. Briefly describe how a new client would transition to your firm. Do you backload transaction and/or investment performance data? What problems have you encountered in transitioning a new client to your firm from their previous consultant? Please provide at least one reference (name, plan name, address, phone, email) of a recent client of yours whom we can contact regarding the transition process.

PART 7: REPORTS

84. Include in EXHIBIT – E, a sample of your firm's standard performance measurement and analysis reports and include any other report samples. Do reports include an executive summary or market commentary? If so, please include a sample and place in EXHIBIT – F.
85. Provide a list of any research reports that were prepared for your clients or the investment industry in the last three (3) years. Include the topic of the research or

article, and the name of the publication (and date) where it appeared. Include one sample in EXHIBIT – G.

86. Provide the following examples of private equity investment reports prepared by your firm on behalf of the client as EXHIBIT – H:
 - a. Recommendation to invest in a partnership
 - b. Recommendation to not invest in a partnership
87. Provide examples of your private equity investment policy, objectives and criteria, and investment manager due diligence reports for a diversified pension fund (marked as EXHIBIT – I). Comment on your process for analyzing a client's portfolio structure, risk tolerance, and for recommending modifications. Describe the manner in which you assist Boards in developing and monitoring investment policy, strategy and asset mix. What would be a typical percent allocation given to each private equity investment type?
88. Describe your private equity performance reporting system. Describe the flexibility available to customize reports. How frequently are the performance reports produced? How soon after the end of each quarter are your reports available to your clients?

PART 8: PERFORMANCE DATA AND MEASUREMENT

89. For each vintage year from 2002 to 2016, complete one table for your non-discretionary clients and one table for your discretionary clients listed below: (please use table (tab Q.89) with the provided excel file to complete tables below.

NON-DISCRETIONARY

(Please use excel file provided (tab Q.89 Non Discretion), please attach as EXHIBIT – J)

Vintage Year	Partnership Type	Number of Partnerships	Commitments (\$)	IRR – Net as of 3/31/17	TVPI as of 3/31/17
	Venture Capital				
	Growth Equity				
	Buyout				
	Special Situations				
	Mezzanine / Other Credit				
	International				
	Energy / Natural Resources				
	Totals				

DISCRETIONARY

(Please use excel file provided (tab Q.89 Discretion), please attach as EXHIBIT – K)

Vintage Year	Partnership Type	Number of Partnerships	Commitments (\$)	IRR – Net as of 3/31/17	TVPI as of 3/31/17
	Venture Capital				
	Growth Equity				
	Buyout				
	Special Situations				
	Mezzanine / Other Credit				
	International				
	Energy / Natural Resources				
	Totals				

90. Describe how your returns were calculated (be detailed and specific). Describe the client base, and which returns were included (i.e., one representative account, equal weighting of public fund accounts, etc.). What was the pricing source of the investments? Do these returns comply with GIPS? If not, what are the exceptions?
91. Has your firm adopted a valuation policy? If so, please explain this policy. Is your policy in accordance with U.S. GAAP guidelines? Attach your policy as EXHIBIT – L.
92. What asset types (venture, growth, buyout, special situations, credit, energy, etc.) are tracked in your performance measurement system? How many managers/advisors are tracked on your performance database? How many separate accounts are tracked? How many years of useable performance data is on the system? Please specify your sources of data and if simulated returns are included.
93. How do you monitor investments? How do you define and conduct due diligence? If you use a due diligence checklist, please provide as EXHIBIT – M. How often is manager/investment due diligence conducted?
94. Describe the flexibility available to customize reports. How frequently are performance reports produced?
95. Describe the methods and resources used for customizing and tracking benchmarks used to analyze and evaluate your client's portfolio performance. List and describe by strategy the private equity investment benchmarks that you employ (both market index and peer group), and those which you would recommend to assist in judging performance.

PART 9: WORKFORCE COMPOSITION

96. Please describe the ownership structure of the organization by completing the table below (as of June 30, 2017):

Minority/Female Ownership Structure	%
% African American Owned	
% Asian Owned	
% Hispanic Owned	
% Other Owned	
% Minority Female Owned	
% Total Female Owned	

97. Please describe the composition of the firm's workforce at the total firm level by completing the following table (as of June 30, 2017):

	# of Employees	% of Total Employees
African American		
Asian		
Hispanic		
Other Minority		
Minority Female		
Total Female		

98. Supply information on any programs and initiatives that the firm has in place that support minority and/or women in the workplace.
99. Does your firm sub-contract/outsources any other specific services to minority and/or women owned businesses? Please describe.
100. Please provide any additional information that your firm believes might prove relevant to the Plan's inclusion concerns.

PART 10: OTHER

101. Briefly summarize your philosophy relating to the consultant's relationship with Boards, Staff, investment managers, or brokers.
102. Please describe your emergency preparedness and backup office/computer system plans. Have you ever had to activate any parts of the plan? If so, describe the effectiveness of the plan and any post-activity modifications to that plan. How often do you test the plan?
103. Describe how your firm implements and uses the latest technology, and how such technology adds value to its clients. What internet based technology/services do you provide to your clients?
104. Describe the process of implementing other consulting services, such as management fees verification, market value and performance reconciliation with custodian/investment managers, and subscription agreement preparation.

105. Please include any other information that is believed to be pertinent but not specifically requested elsewhere in this RFP.

PART 11: FEE PROPOSAL

106. Provide the timetable or schedule of specific services, such as pipeline reports, performance and portfolio reporting, etc. that will be provided under your proposed fee (in Section VII).

107. Are your fees negotiable?

IX. COMPLIANCE DOCUMENTS

1. Appendix A contains the following documents:
 - a. Contract Requirements, including information on Insurance
2. Appendix B contains the following documents:
 - a. Non-Discrimination, Equal Employment Practices Provisions, Affirmative Action Provisions
 - b. Living Wage Ordinance Forms and Service Contract Worker Retention
 - c. Certification of Compliance with Child Support Obligations
 - d. W-9 Form
 - e. Tax Registration Certificate and/or Vendor Registration Number and Office of Finance Tax and Permit Division Contacts
3. Appendix C contains the following documents:
 - a. Information and Vendor Questionnaire Package Contents (Exhibits A-M)

END OF QUESTIONNAIRE

X. CERTIFICATION

The following certifies that all services and systems described are available, deliverable, and performed by professionals abiding to the highest fiduciary standards. In addition, audits performed by independent parties are diligently accomplished and documented. The undersigned hereby certifies that he or she is authorized to execute this RFP on behalf of _____ and that the information, commitments, representations, and other provisions of the foregoing RFP are true and correct.

Name _____

Signature _____

Title _____

Date _____