

**REQUEST FOR PROPOSALS  
FOR  
Hedge Fund-of-Fund**

**Alabama Trust Fund**

**Issue Date: September 17, 2018  
Due Date: October 12, 2018**

**Alabama Trust Fund  
Board of Trustees  
Alabama State Capitol  
600 Dexter Avenue  
Montgomery, Alabama 36104**

**BEASON-HAMMON ALABAMA TAXPAYER AND CITIZEN PROTECTION ACT  
COMPLIANCE**

**The Beason-Hammon Alabama Taxpayer and Citizen Protection Act (§§31-13-1 et seq, Code of Alabama, 1975 as amended by Act 2012-491) regulates illegal immigration in the State of Alabama. All contracts with the State or a political subdivision thereof must comply with that law.**

**For the purposes of this RFP and any responding Proposal, the following sections of that law impose specific requirements:** Section 9 (a) of the Act provides “As a condition for the award of any contract, grant, or incentive by the state, any political subdivision thereof, or a state-funded entity to a business entity or employer that employs one or more employees, the business entity or employer shall not knowingly employ, hire for employment, or continue to employ an unauthorized alien within the State of Alabama.”

Section 9(b) of the Act requires “As a condition for the award of any contract, grant, or incentive by the state, any political subdivision thereof, or a state-funded entity to a business entity or employer that employs one or more employees within the State of Alabama, the business entity or employer shall provide documentation establishing that the business entity or employer is enrolled in the E-Verify program.”

As provided in the Act a “business entity” is *any person or group of persons performing or engaging in any activity, enterprise, profession, or occupation for gain, benefit, advantage, or livelihood, whether for profit or not for profit* and an “employer” is defined as *any person, firm, corporation, partnership, joint stock association, agent, manager, representative, foreman, or other person having control or custody of any employment, place of employment, or of any employee, including any person or entity employing any person for hire within the State of Alabama, including a public employer. This term shall not include the occupant of a household contracting with another person to perform casual domestic labor within the household.*

A Proposal must include a statement that the Proposer has knowledge of this law and is in compliance with Section 9(a). Before a contract is signed, the Contractor awarded the contract must submit a Certificate of Compliance using the form provided with this RFP, Exhibit D, and documentation establishing enrollment in the E-Verify Program operated by the United State Department of Homeland Security in the form of the Memorandum of Understanding which USHLS issues upon enrollment. E-Verify enrollment can be accomplished at the website of the United States Department of Homeland Security at <http://www.uscis.gov>.

See Section 10 for additional language required by Section 9(k) of the Act to be included in the contract.

Section I  
**GENERAL INFORMATION**

**1. Overview**

This Request for Proposal (“RFP”) has been issued by the Board of Trustees of the Alabama Trust Fund (“Board”). The Board solicits proposals from qualified professional firms interested in providing hedge fund-of-fund management services (“the Manager”) to the Alabama Trust Fund.

**Candidate firms should have expertise in actively managing portfolios of primarily investments in externally managed hedge funds. The goal is to identify hedge fund-of-fund managers who have shown the ability to add value over the performance of the HFRI Fund of Fund Composite Index over the long-term with minimal exposure to equity markets, like the S&P 500.**

This Request for Proposals (hereinafter “RFP”) is issued in accordance with the requirements of Section 41-16-72(4), Code of Alabama (1975). This RFP is not an offer to contract but seeks the submission of proposals from qualified, professional firms that may form the basis for negotiation of an Investment Management Agreement with one or more Investment Managers. *The Board reserves the right to reject any or all proposals and to solicit additional proposals if that is determined to be in the best interest of the Alabama Trust Fund.*

The Board’s Investment consultant, Callan LLC (“Consultant”), will be receiving and analyzing all responses from this manager search. To expedite the review process, all candidates must have their firm and fund-related data separately updated through June 30, 2018 on the eVestment database ([www.evestment.com](http://www.evestment.com)). There is no charge associated with this process; also, such data entered in the eVestment database can be flagged by the respondent for Callan use only. Please contact Sean Lee at [lees@callan.com](mailto:lees@callan.com) to receive information about this process, including scope of data needed.

**2. History of the Alabama Trust Fund**

The Alabama Trust Fund (“ATF”) was created by Amendment 450 to the Alabama Constitution and ratified in 1985. The ATF was established as an investment vehicle for the management of oil and gas capital payments generated from drilling activity in Alabama’s offshore waters. The ATF is under the management and control of a nine-member board. The board consists of the Governor, Finance Director, State Treasurer and six appointed members.

The ATF strives to provide an annual total return greater than the annual amount to be distributed under the spending policy, currently 5%. As of April 30, 2018, ATF invested assets totaled approximately \$3.2 billion. The portfolio is managed by twenty-three professional managers investing the assets among the classes of fixed-income domestic equities, international equities and real estate. Additional asset classes may be considered in the future.

Information about the ATF, including the current Investment Policy and Manager Guidelines, is available at the Treasurer’s website: [www.treasury.alabama.gov](http://www.treasury.alabama.gov).

### **3. Minimum Qualifications**

In order to be considered for selection as a Manager, the Proposer must provide Exhibit C as documented proof that the following minimum qualifications listed below are met. The Respondent has a continuing obligation to disclose information throughout the RFP process should any qualifications or situations change that might render the Respondent as an unqualified candidate.

- Company is duly registered with the Securities & Exchange Commission pursuant to the Investment Advisors Act of 1940, as amended, and the registration is current.
- Company will comply with all state regulations to conduct business in the State of Alabama, and will register with the Secretary of State if applicable. For more information, visit the Secretary of State website at [www.sos.state.al.us/](http://www.sos.state.al.us/) and click Business Services/Corporations.
- The portfolio manager assigned to the account has managed hedge fund-of-fund portfolios for at least five (5) years, as of June 30, 2018.
- Company has managed hedge fund-of-fund portfolios for at least ten (10) years, as of June 30, 2018.
- Company does manage at least \$2 billion in discretionary hedge fund-of-fund assets as of June 30, 2018.
- Company and its personnel have all authorizations, permits, licenses, and certifications as may be required under federal, state or local law to perform the services specified in this RFP at the time it submits a response to the RFP.
- Company will carry errors and omissions insurance or comparable instrument to cover negligent acts or omissions.
- Company maintains sufficient procedures and capabilities to ensure the timely and accurate backup and full recovery for all computers and other data storage systems related to the ATF account.
- Company has a company policy and practice of equal employment opportunity and non-discrimination based on race, creed or gender.
- Company will comply with *The Beason-Hammon Alabama Taxpayer and Citizen Protection Act*.

### **4. Scope of Services**

- a. The Manager shall invest the assets in a separately managed account or commingled fund, whichever is most appropriate. It is expected that the initial funding will be approximately \$75 million to \$150 million, depending on whether the mandate is awarded to one or two finalists. The Board shall establish the portion of assets to be managed and may, from time-to-time, change such portions.
- b. The Manager shall have independent discretionary authority with respect to the investment of that portion of the assets managed by the Manager, subject to the Code of Alabama, Investment Guidelines and such other written limitations as the Board may impose upon the Manager. A copy of the Investment Guidelines is available at

[www.treasury.alabama.gov](http://www.treasury.alabama.gov) . If the respondent opposes any language in the guidelines, this should be addressed in the proposal.

- c. The Manager shall provide reporting, to include monthly valuation, monthly performance reports, and significant changes in corporate structure, and other data to the Consultant.
- d. The Manager shall document all investment transactions with the Custodian in accord with usual and customary standards of practice, and confirm all executed transactions for custodial account records. Currently, the Custodian is BNY Mellon.

## 5. **Fees**

Managers shall be entitled to receive quarterly compensation. Fees shall be payable based upon the fair market value on the last business day of each quarter as reported by the Alabama Trust Fund's Custodian. The proposal must state the fees charged for this service assuming a \$75 million and a \$150 million mandate. Please show breakpoints in fee schedule.

Any charge for services not addressed in the Statement of Fees in your proposal will not be allowed during the course of the contract. Fees will not increase during the term of the contract.

## 6. **Proposal Required Information**

Proposals should be as thorough and detailed as possible so that your capabilities to provide the required services can be properly evaluated.

Responses to this RFP must include:

- (1) a brief transmittal letter which must include a statement that the Proposer has read this RFP and accepts the terms and conditions set out herein and that the Proposer is aware of the requirements of the Beason-Hammon Alabama Taxpayer and Citizen Protection Act and will comply with that law.
- (2) Exhibit A, RFP Response;
- (3) Exhibit B, Statement of Fees;
- (4) Exhibit C, Minimum Qualifications;
- (5) Exhibit D, Certificate of Compliance;
- (6) Other documents:
  - A sample of contracts and all other standardized forms which you propose to be used for this transaction, and
  - List of third-party service providers with whom ATF would be required to contract in order to fully utilize the services you represent to be available under your contract; and
  - List of software licenses or agreements that ATF would be required to procure in order to fully utilize your services.
- (7) Disclosure Statement. All proposals submitted in response to this RFP must include one original Disclosure Statement as required by Section 41-16-82, et seq., Code of Alabama

(1975). Copies of the Disclosure Statement, and information, may be downloaded from the State of Alabama Attorney General's web site at [www.ago.alabama.gov/Page-Vendor-Disclosure-Statement-Information-and-Instructions](http://www.ago.alabama.gov/Page-Vendor-Disclosure-Statement-Information-and-Instructions)

## **7. Submission of Proposals**

Proposals must be received at the following email address **no later than the close of business on October 12, 2018**. Provide only an electronic version of your full response. If your response includes confidential trade secrets or proprietary information, also send an electronic version with those sections redacted in the event a public information request for your response is received (see Section 11 for additional information).

Attention: Annoesjka West  
Callan LLC  
[alabamatrust@callan.com](mailto:alabamatrust@callan.com)

Submission Deadline: It is the responsibility of the Respondent to ensure that its proposal is timely delivered and received by Callan at the email address stated above on or before 5:00 p.m. EDT on **October 8, 2018**. Callan will not consider proposals received after the date and time specified herein.

Questions and Inquiries: The sole point of contact for purposes of this RFP is Annoesjka West.  
Phone: 908-522-3880  
Email: [west@callan.com](mailto:west@callan.com)

Any questions or inquiries should be directed to her. Any oral communications shall be considered unofficial and nonbinding on the State.

Rejection of all Proposals: The Board reserves the right to reject any or all proposals and/or to solicit additional proposals if that is determined to be fiscally advantageous to the State or otherwise in its best interests.

## **8. Efforts to Influence Selection Process Prohibited**

The integrity of the RFP process is of primary importance and will not be compromised. Any written or oral communications beyond the RFP response made by Managers, or others on their behalf, whether paid or unpaid, to influence the selection process, from the time the RFP is issued through its conclusion, made directly or indirectly to the Board or staff will be grounds for immediate elimination from the selection process.

## **9. Evaluation and Selection**

All proposals timely received will be reviewed and evaluated by the Investment Consultant. The Consultant will recommend proposals to the Investment Committee that most closely meet the requirements of the RFP.

After the review and evaluation of the proposals, the Board may conduct interviews. Finalists chosen for interviews, if necessary, will be notified. The Board reserves the right to request a best and final offer for fees from finalists.

The Board will select the Manager(s) the Board determines, in their sole discretion, to be fully qualified and best suited among those submitting proposals on the basis of the evaluation factors, including fees, to best meet the needs of the Alabama Trust Fund. *All proposals received in response to this RFP may be rejected and the Board may solicit additional proposals.*

Upon identification of the selected Manager, if any, the Board may initiate negotiations for contract terms and conditions. The contract will incorporate reference to the requirements of the RFP and the Manager's proposal as negotiated.

## **10. Agreement**

All duties of the Manager shall be set forth in a contract agreement between the Manager and the Board. The contract will incorporate reference to the requirements of the RFP and the Manager's proposal as negotiated.

In compliance with the Beason-Hammon Alabama Taxpayer and Citizen Protection Act (§31-13-9(k), Code of Alabama, 1975, as amended), the contract will include the following language:

*“By signing this contract, the contracting parties affirm, for the duration of the agreement, that they will not violate federal immigration law or knowingly employ, hire for employment, or continue to employ an unauthorized alien within the State of Alabama. Furthermore, a contracting party found to be in violation of this provision shall be deemed in breach of the agreement and shall be responsible for all damages resulting therefrom.”*

In compliance with Act 2016-312 (attached), the contract will include the following language:

*“By signing this Agreement (VENDOR) affirms and represents to the Secretary of State that (VENDOR) is not currently engaged in, and that it shall not engage in, the boycott of a person or an entity based in or doing business with a jurisdiction with which the State of Alabama can enjoy open trade.”*

You are charged with knowledge that there are certain terms standard to most commercial contracts in private sector use which the ATF is prevented by law and policy from accepting. These include (1) indemnification and hold harmless of the vendor or third parties, (2) consent to choice of law and venue other than the State of Alabama, (3) methods of dispute resolution other than negotiation and non-binding mediation, (4) waivers of subrogation and other rights against third parties and (5) some provisions limiting damages to the cost of goods or services;

## **11. Public Information**

All responses received will be subject to the Alabama Open Records Act, §36-12-40, Code of Alabama and may be subject to public disclosure upon request. The Open Records Act is remedial and should therefore be liberally constructed in favor of the public. The Alabama Trade Secrets Act is §8-27-1 through §8-27-6, Code of Alabama. Responders are cautioned to be familiar with these statutes. The burden is on the one asserting the trade secret to show that the information sought to be protected meets the definition of a Trade Secret as defined by the Act.

Any RFP response submitted that contains confidential trade secrets or proprietary commercial information must be conspicuously marked on the outside as containing confidential information, and each page upon which confidential information appears must be conspicuously marked as such. Identification of the entire bid proposal as confidential is not acceptable unless the Firm enumerates the specific grounds or applicable laws which support treatment of the entire material as protected from disclosure according to the foregoing statutes or other applicable Alabama law.

The owner of the confidential information shall indemnify and hold the State of Alabama, the Alabama Trust Fund staff and Board members harmless from all costs or expenses, including but not limited to attorney fees and expenses related to litigation concerning disclosure of said information and documents.



**Exhibit A**  
**PROPOSAL**

**2.1 CORPORATE INFORMATION**

**A. Corporate Information**

1. Describe the history of the firm, and if appropriate, the history of the parent organization including:
  - a. Year the firm was founded and, if applicable, year the parent was founded.
  - b. Month and year of registration with the SEC under the Investment Advisors Act of 1940.
  - c. Year the firm began managing hedge fund-of-funds (HFOF) for clients.
  - d. Year the firm began managing customized HFOF for clients.
  - e. Any material changes to your organization or its affiliations over the last three years.

2. Provide the location and function of each of your firm's offices related to the HFOF operation:

Location	Function(s)	Number of Employees

3. Provide an organization chart that illustrates your firm's legal structure and any relationships with a parent firm, subsidiaries, affiliates, or joint venture entities.
4. Please list your HFOF operation's lines of business and their respective percentages of your firm's total revenue. Distinguish between any discretionary and non-discretionary revenue. Also, within your firm's discretionary business, distinguish between commingled funds, customized accounts and subadvisory relationships. If your firm is a subsidiary, what percentage of the parent firm's total revenue does your subsidiary generate?
5. Do you anticipate any near-term change in your company's ownership or other significant change in your company's structure? If yes, please explain.
6. Describe all material financial relationships between your firm and any advisor, broker, law firm, or other individual or entity in connection with the solicitation or referral of clients between the firms. Include in that description any engagement of third-party marketers and/or placement agents.
7. Explain any potential for conflict of interest (e.g., prime brokerage affiliates, proprietary hedge fund affiliations, and other hedge fund-related advisory businesses, if any) that may arise by your firm's representation. In such explanation, describe your policy for managing and disclosing such potential conflicts.
8. Describe your firm's unique competitive advantage(s) versus those of other HFOFs?

**B. Personnel**

1. Attach an organizational chart and biographies of key personnel who would be assigned to this account, including length of experience and expected retention. Key personnel includes: executive management, portfolio management, research analysts, operational due diligence, risk management, compliance and client service professionals.
2. Complete the following table:

	Firm Total	Hedge Fund-of-Fund
Total Employees	_____	_____
Executive Management	_____	_____
Portfolio Management	_____	_____
Research Analysts	_____	_____
Market Strategists/Economists	_____	_____
Operational Due Diligence	_____	_____
Risk Management	_____	_____
Compliance	_____	_____
Client Service	_____	_____
Marketing/Sales	_____	_____
Trading	_____	_____
Operations	_____	_____
Information Technology	_____	_____
Other _____	_____	_____
TOTAL	_____	_____

3. Provide the number of all HFOF-related employees hired/departed over the last 5 calendar years in the table below:

	#Hired	#Departed
8/31/2018 (YTD)	_____	_____
12/31/2017	_____	_____
12/31/2016	_____	_____
12/31/2015	_____	_____
12/31/2014	_____	_____

4. Provide a list of all key HFOF employees directly involved in the management of this product, including executive management, portfolio management, risk management, research analysts, operational due diligence, risk management, compliance and client service. For each individual, answer in the format below and separately provide biographies:

Name	Title or Role	Office Location	Yr. Started in Industry	Yr. Started with Firm	% of Firm's Equity Ownership

5. Provide list below any individuals who departed in the last five calendar and the reasons behind their departures:

Name	Title or Role	Date Departed	Reason for Departure

6. Describe your firm's succession plan, if any, for the senior leadership of its HFOF business.

### C. Client Assets and References

1. Please fill out the following table of HFOF assets by investor type:

Total HFOF Assets by Investor Type	Assets (\$mil) as of 6/30/18	% of Total Assets	# of Investors
<b>EXTERNAL ASSETS</b>			
Corporate Pension Plans			
Public Pension Plans			
Union/Multi-Employer Pension Plans			
Foundations & Endowments			
Sovereign Wealth Funds			
Financial Institutions (Bank, Insurance)			
High Net Worth, Family office, & Financial Intermediaries			
Hospital/Corporate Operating Funds			
Other – specify:			
<b>INTERNAL ASSETS</b>			
General Partner (all employees / principals)			
Affiliated entities:			
<b>TOTAL ASSETS</b>			

2. Please fill out the following table of HFOF assets by vehicle type:

Total HFOF Assets by Vehicle Type	Assets (\$mil) as of 6/30/18	% of Total Assets	# of Investors
Customized accounts			
Commingled private funds			
SEC-registered funds			
UCITS-registered funds			
Sub advised accounts			
Non-discretionary assets			

- Provide the organization name, address, contact name, phone number and inception date of at least three clients who are U.S. tax-exempt plans with at least \$50 million invested in a HFOF managed similar to that requested in this RFP.

Firm Name	Address	Contact Name	Phone Number	Inception Date

- Provide the client name, contact, and phone number of three U.S. tax-exempt plan sponsors that have terminated a HFOF relationship with your firm in the last five years. Please note the type of mandate: commingled or customized. If there have been fewer than three U.S. tax-exempt plan sponsor HFOF terminations, please use terminations of other institutional clients.

Firm Name	Address	Contact Name	Phone Number	Mandate Type

## **2.2 INVESTMENT MANAGEMENT.**

### **A. Investment Philosophy and Process**

- Summarize your firm's investment philosophy as it pertains to hedge funds and other alternative investments in 250 words or less.
- Summarize the key highlights of your firm's manager research process, including sourcing and operational due diligence, in 500 words or less. Include references to key individuals or committees involved in this process.
- Summarize the key highlights of your firm's strategy allocation process in 500 words or less. Include references to key individuals or committees involved in this process.
- Summarize the key highlights of your firm's manager selection process in 500 words or less. Include references to key individuals or committees involved in this process.
- Summarize the key highlights of your firm's risk management process in 500 words or less. Include references to key individuals or committees involved in this process.
- Summarize the key highlights of your firm's manager monitoring and termination process in 250 words or less. Include references to key individuals or committees involved in this process.

### **B. Preferred Investment Vehicle**

- Outline your view on how best to implement the proposed mandate on ATF's behalf, based on your firm's strengths and other considerations, from the following solution formats:

- a) Commingled fund-of-fund
- b) Customized single-investor fund-of-fund (or special purpose vehicle), or
- c) Customized separate account of direct investments

To support your preferred solution, address ATF's fiduciary concerns for ensuring that assets are adequately safeguarded (e.g., legal considerations, administrative and custodial issues, liquidity needs, alignment of interests between ATF and your firm, capacity constraints).

6. If you prefer a commingled vehicle, indicate that vehicle's:
  - a) Expected closing date, if any?
  - b) Additional investable capacity based on today's environment and your firm's business objectives?
  - c) Percent of underlying funds by number and by percent of assets that are closed to new moneys?
  - d) Cash management policy for handling the liquidity needs of that fund?
7. If you prefer a commingled fund, would you alternatively offer a customized portfolio?
  - a) If so, what is the minimum account size?
8. If you prefer a customized portfolio where your firm acts as the general partner in a special purpose vehicle, would you be willing to structure the investment management agreement so that the ATF will be assigned the interests of the underlying funds in the event that your firm's contract with the ATF is terminated?
  - a) If so, under what key terms and conditions, highlighting how they would differ if you retained the invested capacity upon any contract termination?
  - b) Also indicate to what degree the underlying managers would cooperate with this structured agreement, and whether their terms and conditions might materially change.
9. If you prefer a separate account of direct investments where the ATF is the signature investor, what would be the key terms and conditions, highlighting how they would differ if you retained the invested capacity upon any contract termination?
  - a) Also indicate to what degree the underlying managers would cooperate with this structured agreement, and whether their terms and conditions might materially change upon any contract termination with your firm.
10. Describe your trade allocation process and system across all client portfolios, including your firm's commingled accounts. Include how trades of limited capacity are allocated across competing accounts.

### **C. Portfolio Construction**

1. Whether you prefer a commingled or customized account, indicate in the table below: (1) the types of strategies to be invested in that fund, (2) current allocation or initial target, (3) the expected range of allocations for those strategies, and (4) the current or initial number of managers within each of those strategies.

Type of Strategy	Current or Initial Target	Expected Allocation Range	# of Mgrs
<b>RELATIVE VALUE</b>	X%	X% to X%	#
Convertible Arbitrage			
Market Neutral Equity			
Fixed Income Arbitrage			
Relative Value – Multi-Strategy			
<b>EVENT DRIVEN</b>			
Credit/Distressed			
Merger Arbitrage			
Event-Driven - Multi-Strategy			
Other Event-Driven (e.g., Special Situations)			
<b>LONG/SHORT EQUITY</b>			
Equity Long/Short (Long-biased)			
Equity Long/Short (Short-biased)			
Variable or Opportunistic exposure (L or S)			
<b>MACRO/TACTICAL TRADING</b>			
Macro (Discretionary/Fundamental)			
Macro (Systematic)			
Managed Futures			
Other Directional/Tactical			
<b>OTHER</b> (Please specify)			

- If you prefer an existing commingled account, what is the fund's name?
- For that fund, indicate in the table below: (1) the ten largest underlying fund investments, (2) the fund manager names, (3) their type of strategy, and (4) their current percent allocations in the fund as of June 30, 2018.

Name of Investment Vehicle	Investment Manager	Type of Strategy	% Allocation

- If you prefer a customized account, indicate in the table below: (1) the ten largest proposed underlying fund investments, (2) the fund manager names, (3) their type of strategy, and (4) their initial targeted allocations in the suggested portfolio.

Name of Investment Vehicle	Investment Manager	Type of Strategy	% Allocation


5. For this customized account, how would your proposed strategy and manager allocations differ materially from those of your commingled fund, if any, managed in a similar manner. Also include the name of such commingled fund, if any.
6. Describe your views on existing capacity in the proposed fund, whether commingled or customized, and across the fund’s underlying strategies. In your response, consider, as you accept additional capital in this fund, to what degree would you increase allocations among the existing managers or add new managers to the fund?

**D. Performance**

1. What is your expected return, net of fees, given ATF’s investment mandate? What benchmarks would you recommend for comparing against your HFOF’s performance?
2. What is the expected outperformance of the HFOF relative to your preferred benchmark?
3. In what environments would your HFOF strategy outperform or underperform? What is the potential downside return in an adverse market environment where equities fall by 20% or more?
4. Please describe the degree to which your value-added performance comes from manager selection versus strategy allocation effects based on your past experience.

**E. Transparency, Valuation and Client Reporting**

1. Describe the level of transparency that you require from your underlying hedge funds? For example, what percentage of these underlying funds, in terms of assets and number of managers, provide you with full position-level transparency on at least monthly basis?
  - a) How does your firm routinely act upon such transparency?
  - b) For those underlying funds that do not provide such transparency, describe your procedures for collecting or otherwise estimating risk exposures.
2. Describe your firm’s procedures for estimating and validating NAVs of the underlying funds. In your response, indicate what are your primary sources for calculating these values (e.g., underlying managers or fund administrators)?
  - a) In what proportion do you receive daily, weekly and monthly NAVs for your underlying fund investments?
  - b) Also describe your firm’s process for directly or indirectly verifying the valuation of securities in the underlying funds, particularly those with illiquid securities.
3. If you are proposing a commingled fund, what is your firm’s policy for handling any NAV revisions to underlying funds after a given subscription or redemption date?

4. Within your fully discretionary mandates such as, or similar to, the one proposed, does your firm directly execute overlay positions or derivative transactions to hedge unwanted risk exposures in your underlying funds?
  - a) If yes, describe your policy and procedure for implementing these hedges.
5. When is month-end and quarter-end reporting provided to the clients, distinguishing between preliminary and final results?
6. In a separate attachment, include samples of all reports that are typically provided to investors (e.g., NAV statements, performance reports, investment commentary, research papers, risk/exposure reports, etc.).
7. Describe your firm's policy regarding the disclosure of underlying manager details to public fund sponsors, like the ATF, which are subject to Freedom of Information Act (FOIA).

## **F. Regulation and Compliance**

1. Describe your firm's compliance structure and process. What third-party systems, if any, are used to monitor compliance? Provide the bios of the key professionals who manage the compliance process.
2. When was your firm's last SEC audit? Any deficiencies? If so, how were they resolved?
3. Provide details of any SEC, state regulatory, self-regulatory organization, or professional organization action taken against your firm or any of its owners, principals, or personnel for the past 10 years.
4. Provide details of any material litigation relating to your firm, individual personnel, or to the management of client assets for the past 10 years.
5. Are any lawsuits or criminal, regulatory, legal, arbitration or administrative proceedings pending or threatened against the firm or any of its principals?
6. Provide details of all SEC fidelity bonds, errors and omissions coverage, and any other fiduciary insurance, which your firm carries.
7. Do you maintain a code of ethics? If yes, please provide.
8. Describe your disaster recovery and cybersecurity programs.



**EXHIBIT B  
STATEMENT OF FEES**

Please provide your fee proposal (whether a flat fee-only option, performance-based fee option, or a combination thereof) to manage a commingled and/or customized HFOF for a mandate size of approximately \$75 million and \$150 million. Also provide a percent estimate of all other expenses (e.g., audit, legal, and other administrative fees) that would be charged directly to this account, whether commingled or customized. Include in your response your policy regarding “most favored nation” clauses in any fee arrangement.

**EXHIBIT C  
MINIMUM QUALIFICATIONS**

1. My Company is duly registered with the Securities & Exchange Commission pursuant to the Investment Advisors Act of 1940, as amended, and the registration is current.

Yes                      No

2. If applicable, my Company shall qualify with the Secretary of State to conduct business in the State of Alabama if selected.

Yes                      No

3. The portfolio manager assigned to the Alabama Trust Fund account has managed hedge fund-of-fund portfolios for at least five (5) years, as of June 30, 2018.

Yes                      No

4. My Company has managed hedge fund-of-fund portfolios for at least ten (10) years, as of June 30, 2018.

Yes                      No

5. My Company has at least \$2 billion in discretionary hedge fund-of-fund assets under management as of June 30, 2018.

Yes                      No

6. My Company and its personnel have all authorizations, permits, licenses, and certifications as may be required under federal, state or local law to perform the services specified in this RFP at the time it submits a response to the RFP.

Yes                      No

7. My Company will carry errors and omissions insurance or comparable instrument to cover negligent acts or omissions.

Yes                      No

8. My Company maintains sufficient procedures and capabilities to ensure the timely and accurate backup and full recovery for all computers and other data storage systems related to the Alabama Trust Fund account.

Yes                      No

9. My Company has a company policy and practice of equal employment opportunity and non-discrimination based on race, creed or gender.

Yes                      No

10. My Company will comply with the Beason-Hammon Alabama Taxpayer and Citizen Protection Act.

Yes

No

**EXHIBIT D**

**CERTIFICATE OF COMPLIANCE WITH THE BEASON-HAMMON ALABAMA  
TAXPAYER AND CITIZEN PROTECTION ACT (ACT 2011-535, as amended by Act  
2012-491)**

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**RE Contract/Grant/Incentive (*describe by number or subject*):** \_\_\_\_\_ **by and**  
**between** \_\_\_\_\_  
**(Contractor/Grantee) and** \_\_\_\_\_ **(State Agency or**  
**Department or other Public Entity)**

The undersigned hereby certifies to the State of Alabama as follows:

1. The undersigned holds the position of \_\_\_\_\_ with the Contractor/Grantee named above, is authorized to provide the representations that are set out in this Certificate as the official and binding act of that entity, and has knowledge of the provisions of THE BEASON-HAMMON ALABAMA TAXPAYER AND CITIZEN PROTECTION ACT (ACT 2011-535 of the Alabama Legislature, as amended by Act 2012-491) which is described herein as "the Act".
2. Applying the following definitions from the Section 3 of the Act, the Contractor/Grantee business structure is as indicated by my initials.

**BUSINESS ENTITY.** Any person or group of persons employing one or more persons performing or engaging in any activity, enterprise, profession, or occupation for gain, benefit, advantage, or livelihood, whether for profit or not for profit. "Business entity" shall include, but not be limited to the following:

- a. Self-employed individuals, business entities filing articles of incorporation, partnerships, limited partnerships, limited liability companies, foreign corporations, foreign limited partnerships, foreign limited liability companies authorized to transact business in this state, business trusts, and any business entity that registers with the Secretary of State.
- b. Any business entity that possesses a business license, permit, certificate, approval, registration, charter, or similar form of authorization issued by the state, any business entity that is exempt by law from obtaining such a business license, and any business entity that is operating unlawfully without a business license.

**EMPLOYER.** Any person, firm, corporation, partnership, joint stock association, agent, manager, representative, foreman, or other person having control or custody of any employment, place of employment, or of any employee, including any including any person or entity employing any person for hire within the State of Alabama, including a public employer. This term shall not include the occupant of a household contracting with another person to perform casual domestic labor within the household.

- \_\_\_\_\_ a. The Contractor/Grantee is a business entity or employer as those terms are defined in Section 3 of the Act.
  - \_\_\_\_\_ b. The Contractor/Grantee is not a business entity or employer as those terms are defined in Section 3 of the Act.
3. As of the date of this Certificate, Contractor/Grantee does not knowingly employ an unauthorized alien, as that term is defined in Section 3 of the Act, within the State of Alabama and hereafter it will not knowingly employ, hire for employment, or continue to employ an unauthorized alien within the State of Alabama.

*{Alien is any person who is not a citizen or national of the United States, as described in 8 U.S.C. § 1101, et seq., and any amendments thereto.}*

*{Unauthorized Alien is an alien who is not authorized to work in the United States as defined in 8 U.S.C. § 1324a(h)(3).}*

4. Contractor/Grantee is enrolled in E-Verify unless *{initial the following selections which apply}*:

\_\_\_\_\_ (a) it is not eligible to enroll because of the rules of that program or other factors beyond its control.

\_\_\_\_\_ (b) it is excused from the requirement of enrollment in E-Verify because it does not have an employee in the State of Alabama.

Certified this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

\_\_\_\_\_  
Name of Contractor/Grantee/Recipient

By: \_\_\_\_\_

Its \_\_\_\_\_

The above Certification was signed in my presence by the person whose name appears above, on this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

WITNESS \_\_\_\_\_

\_\_\_\_\_  
Print Name of Witness