

METROPOLITAN WATER RECLAMATION DISTRICT RETIREMENT FUND
Request for Proposal/Search for Investment Advisor
Core Open-End Real Estate Fund Manager

Introduction

The Metropolitan Water Reclamation District Retirement Fund (“Fund”) is requesting proposals from investment management firms interested in providing Core Open-End Real Estate investment management services to the Fund.

The Fund was established on July 7, 1931 by the Illinois General Assembly and is governed by the Illinois Pension Code (40 ILCS 5/13-101 et. seq.) The Board of Trustees (“Board”) of the Fund is made up of seven members who manage the assets of the Fund and authorize payment of retirement, survivor and disability benefits for eligible employees of the Metropolitan Water Reclamation District of Greater Chicago. As of June 30, 2017, the market value of the Fund’s assets was \$1.3 billion. The assets are managed externally by 13 investment managers.

Goal

The Fund is searching for an Investment Manager to manage 5% of the assets under management or approximately \$67 million in a Core Open-End Real Estate Fund. This Request for Proposal (RFP)/Search for Investment Advisor (SIA) 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 (IMA). Amendments to the IMA are disfavored. Any objections to the IMA shall be detailed in the response. The Fund reserves the right to reject any or all proposals and to solicit additional proposals if that is determined to be in the best interests of the Fund.

The following documents are available on the Fund’s website at www.mwrdrf.org: RFP/SIA, the Investment Policy, the Procurement Policy for Investment Advisers and a sample IMA which includes the Ethics Policy and the Most Favored Client Policy as Exhibits.

Timeline

RFP/SIA Date of Issue:	July 6, 2017
Deadline to Submit Written Questions:	July 26, 2017
RFP/SIA Due Date:	August 4, 2017
Proposal Evaluation (Tentative):	August 23, 2017
Finalists Notification By (Tentative):	September 27, 2017

Submission Process

The RFP/SIA process will be overseen by the Fund’s investment consultant Marquette Associates and Fund staff.

- Questions concerning the RFP/SIA must be submitted via email to MWRDRFPs@marquetteassociates.com by 3:00 PM Central Standard Time on July 26, 2017.
- Respondents must submit an electronic copy of the completed RFP/SIA to the consultant by 3:00 PM Central Standard Time on August 4, 2017. Responses received after the deadline will not be considered for this search.

Scope of Services

The manager shall serve as a fiduciary to the Fund and have independent discretionary authority with respect to the management of the portfolio and subject to the agreed upon objectives and guidelines. The portfolio objectives and guidelines will be illustrated in Exhibit A of the IMA, once agreed upon by the Fund and the investment manager.

Minimum Qualifications:

1. The firm must be a Registered Investment Advisor under the Investment Advisors Act of 1940;
2. The firm must have experience in the management of institutional portfolios operated under prudent person standards;
3. The firm and/or the firm's principals in former associations must have a verifiable, historical 5 year performance record for the product being offered, preferably compliant or in accordance with Global Investment Performance Standards (GIPS®), and the principals must have at least five years of related investment management experience;
4. The firm must have at least three distinctly different clients;
5. At the time of selection the Fund's account can comprise no more than 10% of the manager's assets under management in the strategy;
6. No loss of a single client may put the Fund over the 15% limit in the strategy;
7. With each additional funding commitment, the Fund's account can comprise no more than 15% of the manager's assets under management in the strategy;
8. Violation of maximum allocation limitation for 6 months or more without any meaningful projected AUM increase may result in termination;

Additional Qualifications:

1. The firm must comply with all Federal and State laws applicable regarding investment entities.
2. The firm must carry errors and omissions insurance or a comparable instrument to cover the firm's negligent acts or omissions.
3. The firm must maintain 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 IMA.
4. The firm must comply with the Fund's Most Favored Client Policy and Ethics Policy.

Evaluation Criteria

1. Investment Philosophy and Methodology
2. Performance
3. Firm Background, Experience and Reputation
4. Portfolio Management and Client Services
5. Reasonableness of Fees
6. Fit with the Fund's Overall Investment Policy and Allocations Among Existing Investment Advisers

The consultant, with the guidance of the Fund's staff, shall determine how well the proposal meets the review criteria. The consultant shall present a list of higher qualified respondents to the Board.

Quiet Period

According to the Fund's Procurement Policy for Investment Advisers, the Quiet Period shall begin as of the deadline for the submission of responses to the RFP/SIA and end when the selection has been made by the Board. The Quiet Period prohibits respondents from communicating with the Board or staff regarding any product relative to this search. During the Quiet Period, the Board, staff and consultant cannot accept meals, travel, lodging or any other goods or service of value from the respondents. A respondent will be disqualified for violating the Quiet Period. Questions regarding the search shall be forwarded to the consultant.

Post Performance Review Process

Post performance review, including termination, shall be conducted in accordance with the Fund's Investment Policy which can be found on the Fund's website.

Disclosure of Proposal Content

Respondents are advised that proposal materials are subject to the Illinois Freedom of Information Act, 5 ILCS 140. The law requires that at the conclusion of the selection process, the contents of all proposals be placed in the public domain and be open to inspection by interested parties. Trade secrets, confidential or proprietary information must be clearly identified as such in the proposal and will not be released to the extent permitted by law.

Disposition of Proposals

All proposals become the property of the Fund and will not be returned to the respondent. The Fund reserves the right to retain all proposals submitted and to use any ideas in a proposal regardless of whether that proposal is selected. Submission of a proposal indicates acceptance of the conditions contained in this RFP.

Thank you for your interest in this RFP and we look forward to your response.

REQUEST FOR PROPOSAL/SEARCH FOR INVESTMENT ADVISOR

Core Open-End Real Estate Fund

All proposals must be complete in every respect and must answer concisely and clearly all questions proposed by this RFP. Incomplete proposals will be disqualified.

Date: _____
Name: _____ Phone: _____

_____ Fax: _____

Mailing Address: _____

Primary Contact: _____

Email Address: _____

Product: _____ Benchmark: _____

**SECTION 1
ORGANIZATIONAL BACKGROUND**

1. Ownership Structure:

___ Independent Advisor ___ Bank Affiliated ___ Broker Affiliated
___ Insurance Affiliated ___ Mutual Fund Company
___ Other (Please Describe)

Employee Ownership ___% Non-employee Ownership ___%

Minority Status

2. A minority, woman, or disabled-owned firm is defined as a sole proprietorship, partnership, or corporation owned, operated and controlled by minority group members who have at least 51% ownership.
(Please attach your firm's minority certification)

Owner Name	Ownership %	Minority Designation

3. Please list the name and address of any entity that is a parent of or owns a controlling interest in the responding firm, any persons who have ownership or distributive income share in the firm that is in excess of 7.5%, and the executive officers of the firm.
4. Please list the locations(s) of your headquarters, branch offices and the primary function of each office.
5. Please describe the levels (dollar amounts) of coverage for SEC-required (17 g-1) fidelity bonds, errors and omissions coverage and any other fiduciary coverage which your firm carries. List the insurance carriers supplying the coverage.
6. Provide details of any past or pending litigation relating to your firm, its affiliate, individual personnel, or to the management of client assets.
7. Provide details of any SEC or state regulatory action taken against your firm or any of its owners/personnel.
8. Please discuss any conflicts of interest your firm may have in the management of any client accounts. Include any activities of affiliated or parent organizations, brokerage activities, investment banking activities or any past or current relationships of any kind with board members. Include any other pertinent activities, actions, or relationships not specifically outlined in this question.
9. If the firm is part of a diversified financial services firm:
 - a. Provide the percentage of revenue and operating income that the investment management operations represent of the total parent company. What is the reporting structure to the parent entity?
 - b. Provide the percent of assets under management, revenue, and operating income that the real estate division represents of the entire investment management division.
 - c. Provide the percent of assets under management, revenue, and operating income that the proposed product represents of the real estate division.
10. If your business is not solely focused on real estate investment management, please provide a brief overview of the other products and geographies covered.
11. Please provide the address of the real estate business headquarters and all branch offices. Indicate whether the office(s) is used for portfolio management, acquisitions, asset management, property management, research, marketing, and/or client servicing.
12. Please discuss your general ownership structure and indicate all entities/persons that have an ownership stake in the firm (name and percentage). Please reference any different classes of stock or voting rights. What percentage of your firm is owned by current active employees?
13. Please provide an organizational chart of the firm's ownership structure.
14. Have there been any changes in the ownership structure of your firm in the past five years? If so, please explain in detail.

15. Has there been any management or organizational changes in the past five years? If so, please explain in detail.
16. Are there any known or contemplated firm changes in ownership or changes that may impact firm personnel?
17. Please comment on the financial solvency of your firm. Do you have any firm debt? What is the minimum asset level required for your firm to remain profitable?
18. Please provide a brief description of your firm's plans for growth, such as asset growth, personnel growth, succession planning, over the next three-to-five years.

**SECTION 2
DIVERSITY DISCLOSURES**

1. In accordance with Section 1-113.21 of the Illinois Pension Code, please provide the following disclosures:

Males

	Caucasian	African American	Asian	Hispanic	Disabled	Other	Total
Senior Executives / Mgmt.							
Inv. Professionals (Excluding Traders)							
Inv. Professionals (Traders)							
Inv. Professionals (Excluding Sales / Marketing & Client Service)							
Sales / Marketing & Client Services							
Other Non-Professionals							
Total							

From the above, how many are Veterans? _____

Females

	Caucasian	African American	Asian	Hispanic	Disabled	Other	Total
Senior Executives / Mgmt.							
Inv. Professionals (Excluding Traders)							
Inv. Professionals (Traders)							
Inv. Professionals (Excluding Sales / Marketing & Client Service)							
Sales / Marketing & Client Services							
Other Non-Professionals							
Total							

From the above, how many are Veterans? _____

- The number of contracts for investment, consulting, professional, and artistic services which the Investment Manager and its U.S.-based affiliates have with a minority or female owned business, a veteran owned small business, or a business owned by a person with a disability.
- The number of contracts for investment, consulting, professional, and artistic services which the Investment Manager and its U.S.-based affiliates have with a business other than a minority or female owned business, a veteran owned small business, or a business owned by a person with a disability, if more than 50% of the services performed pursuant to that contract are performed by a minority person, a female, a veteran, or a person with a disability.
- Please provide the biography information on the Core Open-End Real Estate team in paragraph form.
- Please list your firm's key professionals in the format provided below: *Highlight the person(s) who would be responsible for the account/product you are answering this questionnaire for today.*

Name	Responsibility	Yrs. With Firm	Yrs. With Prior Firm	Total Years

6. Have any personnel left or joined the firm in the last three years? If so, please indicate when and why. *For this questionnaire, we are interested in how many (1) Portfolio Managers, (2) Chief Investment Officers, (3) Analysts, or any individual(s) responsible for the strategic oversight of your investment process that have left the firm since inception?*
7. Please discuss your organization's compensation and incentive program. Included in your answer, please include information on the following:
 - a. How are professionals evaluated and rewarded?
 - b. What criteria must be met for employees to become vested owners of your firm, if any?
 - c. If no employee ownership program exists at this time are there any plans to include one in the future?
8. Please describe your succession plan and how it will be executed when there is a major change in the company structure regarding a majority shareholder/equity owner or senior officers with the company. Have you had to execute any portion of this succession plan since your firm started marketing investment services to clients?
9. Please provide a copy of your firm's ethics code.
10. Please provide a copy of your firm's disaster recovery plan.
11. Please add any commentary on why your firm is unique from other investment management firms.

**SECTION 3
ASSETS UNDER MANAGEMENT**

1. Please list assets under management as of the most recent quarter-end and for the past three calendar years. Please list the gross market value of real estate assets.

AUM (in millions)	2016	2015	2014	2013
Total Firm				
Total Real Estate				
Private real estate equity:				
<i>Core</i>				
<i>Value-Added</i>				
<i>Opportunistic</i>				
Public real estate equity				
Private real estate debt				
Public real estate debt				

2. Please provide a breakdown of clients as of the most recent quarter end (as measured by % of assets under management) using the following format. Please provide a brief explanation as to the contents of “other”.

Client Type	Firm Breakdown %	RE Breakdown %
Corporate		
Endowment/Foundation		
HNW/Family		
Insurance/Financial		
Mutual Fund		
Public		
Religious		
Taft-Hartley		
Sub-Advisory/Wrap		
Fund-of-Funds		
Other (must explain)		

3. Please provide the investment management services offered as of the most recent quarter end. The total should represent all strategies and include all assets under management: (Complete all that apply)

	Discretionary Separate Accounts			Non-Discretionary Separate Accounts			Commingled Funds			Total		
	# of accts	Mkt Val (\$mm)		# of accts	Mkt Val (\$mm)		# of accts	Mkt Val (\$mm)		# of accts	Market Value (\$mm)	
		GAV	NAV		GAV	NAV		GAV	NAV		GAV	NAV
'16												
'15												
'14												
'13												
'12												
'11												
'10												

4. Please provide the following information for the firm’s Funds currently under management.

Name of Fund	Gross Size (\$ Mil)	Open or Closed-end	Investment Strategy	Date Formed	Legal Life	Onshore/Offshore	3c1/3c7	ERISA Fiduciary ?	ERISA Capacity	QPA M?	Plan Acceptability? (Pension, H&W, HNW, etc.)

- Does the firm or its affiliates have any other Funds or accounts with a similar investment strategy and that have capital available to invest? If so, identify the strategy and capital available.
- Please list the top five consultants/financial advisors that you work with and the total underlying assets in the Fund that they represent.

Consultant	Market Value (\$mm)	% of Fund Product

- Please complete the following table for the product in question:

	Accounts Gained			Accounts Lost*		
	# of Accounts	Assets in Millions	% of Product Assets	# of Accounts	Assets in Millions	% of Product Assets
As of 12/31/16						
2015						
2014						
2013						
2012						

*Please discuss the reasons for the lost accounts indicated in the table above.

SECTION 4 COMPLIANCE/LEGAL/RISK MANAGEMENT

- Is your firm represented by a third-party firm, an outside individual(s) whose purpose is marketing and/or gathering assets for the firm, or an introducing agent that is compensated for marketing and/or gathering assets? If so, list all relationships and compensation structure.
- Is your firm a SEC Registered Investment Advisor? If yes, please attach a copy of your ADV Part II.
- Is your firm a Qualified Professional Asset Manager (QPAM) under ERISA?
- Is your firm compliant with GIPS® Standards? If yes, please indicate the last verification year and name of outside audit firm. If yes, please provide the most recent verification letter.
- Is your firm compliant with The Real Estate Information Standards (REIS)?

6. Has your firm been audited by the SEC, DOL, or any regulatory agency in the past five years?
7. When was your last audit? Please be specific by month and year, by the SEC, DOL or any regulatory agency.
8. Please explain any and all findings on your most recent SEC audit, including minor deficiencies. Please attach a copy of the SEC Review findings and firm responses.
9. Was a closure letter received from the SEC, DOL, or other regulatory agency for the most recent audit/investigation?
10. Do you have a dedicated compliance officer? Does this person serve other roles within the firm? If so, please describe.
11. Who is the firm's independent auditor? How long have they been serving in this capacity?
12. Who is the firm's legal counsel or do you use an in-house legal team? Please provide brief biographies for them, indicating how long they have been serving in this capacity.
13. Please describe your firm's disaster recovery and business continuity plans, specifically addressing the most recent date and the numbers of times you have practiced and tested your procedures in the past five years, and the results of those exercises. Please provide a copy of your firm's disaster recovery and business continuity procedures.
14. Please address your back-up capabilities and/or offsite location.
15. Does your firm have a risk management and oversight officer? Does that risk officer operate independently from portfolio managers or other staff members responsible for establishing investment policy? If there is no independent risk manager, how does the firm monitor investment risk?
16. How does management monitor the quality of the firm's products in terms of benchmarking, adherence to style, philosophy and process, and compliance with client guidelines and investment guidelines?
17. Has your firm ever been subjected to an independent third party evaluation of its internal control policies and procedures, as well as control systems related to financial reporting (e.g., SAS 70 audits, risk management systems or other investment-related systems)? If so, please provide a copy of these reports. In either case, please highlight your firm's internal control policies and procedures as they relate to the investment process, including (but not limited to) the following:
 - a. Property acquisitions and dispositions
 - b. portfolio accounting and reconciliation
 - c. compliance with firm and client specified investment guidelines
18. Does your firm have a written ethics policy for employees? Describe what steps your firm takes in order to eliminate possible conflicts of interest between client portfolios and the firm and/or its personnel. Please attach a copy of the firm's code of ethics policy.

**SECTION 5
INVESTMENT PROFESSIONALS**

Firm Specific:

1. Please provide an organization chart and a discussion of your staff structure.
2. Provide the total number of real estate professionals, broken down by function, in the format below as of the most recent quarter end. Do not double count any professional. For example, if a Portfolio Manager also conducts research, the more senior position applies and he/she should only be counted once.

Direct Equity Real Estate	Number	Breakdown by Office Location
Portfolio Management		
Research		
Acquisitions		
Dispositions		
Asset Management		
Property Management		
Leasing		
Accounting/Financial		
Legal		
Client Servicing/Marketing		
IT (Technology)		
Senior Management		
Engineering		
Other: please list here		
Total Direct Equity RE Professionals		

3. Please indicate the turnover of all real estate professionals in the table below.

	Additions						Terminations/Departures					
	Port. Mgrs	Acq.	Asset Mgmt.	Research/ Other	Inv. Comm	Total	Port. Mgrs.	Acq.	Asset Mgmt.	Research/ Other	Inv. Comm	Total
2016												
2015												
2014												
2013												
2012												
2011												
2010												
Total												

Total Employee Count in Each Year						
	Port. Mgrs	Acq.	Asset Mgmt.	Research/ Other	Inv. Comm.	Total
2016						
2015						
2014						
2013						
2012						
2011						
2010						
Total						

Do not double count any professional. For example, if a Portfolio Manager also conducts research, the more senior position applies and he/she should only be counted once.

Fund Specific:

- Detail the key Fund personnel that comprise the investment and management team for the Fund in the format below. Attach biographies as an Appendix if not previously provided.

Name	Title	Responsibilities	Yrs at Firm	Yrs of RE Experience	Yrs on Fund	% of Time Dedicated to Fund

- List the members of the Investment Committee in the format below. Attach biographies as an Appendix if not previously provided.

Name	Title	Responsibilities	Yrs at Firm	Yrs of RE Experience	Yrs on Fund	% of Time Dedicated to Fund

Do not double count any professional. For example, if a Portfolio Manager also conducts research, the more senior position applies and he/she should only be counted once.

- Please describe the firm's compensation and incentive program for senior management and for all investment professionals. How are individuals evaluated and rewarded? What incentives are provided to attract and retain superior individuals?

7. Identify the percentage of compensation which is:
 - a. Base salary
 - b. Performance bonus
 - c. Equity incentives
 - d. Other

On what basis are the above incentives determined?

8. Incentive fee (promote). Please detail the points (a total of 100) for the Fund that are allocated to the company, people, and those that remain unallocated.
 - a. Describe any vesting periods and any other mechanisms to stage ownership.
 - b. How are unallocated points awarded and to whom may the points get awarded to?
 - c. Description of policies regarding the General Partner's and/or other employees' personal investment in portfolio companies.
9. Are your investment professionals under an employment contract? If so, please describe the details of the employment contract, length, non-competes, etc.
10. Please give succession plans for key employees, if retirements are planned within five years.
11. Describe employee or corporate ownership and/or co-investment in this product (existing or available).

SECTION 6 INVESTMENT STRATEGY

1. Please describe the Fund's investment philosophy and strategy.
2. Discuss the risks involved in the Fund's investment strategy, and how you plan to manage these risks.
3. Please briefly provide your firm's definition for core, value-added and opportunistic investments.
4. What types of investments will/will not be considered?
5. What is the anticipated average investment size?
6. Discuss your planned average holding period for investments. In normal market conditions, what is the average annual turnover of assets?
7. Are there any property types or geographic regions that your firm normally excludes from your real estate investment universe? If so, why?
8. Describe the role of development, if any, in your Fund. Is there a defined cap? Are there pre-sale or pre-leasing thresholds? Please indicate the highest percentage of Fund assets involved in development projects in the last five years.

Operating Partners:

9. Do you use local operating partners? If so, how are partner transactions structured? Please be specific with regards to dollars invested, sharing percentages and thresholds, exit mechanisms, and control and monitoring of the investments.

10. Are operating partner relationships exclusive? Is there a right of first offer or other mechanisms?
11. What other services will the operating partner provide to the Fund for which it will charge a fee? How are the fees determined? Detail the expected fees to be charged for each service.

Debt:

12. Please describe the Fund's overall strategy as it relates to debt. Please also address the following:
 - a. What are the maximum allowable percentages at the Fund and property level?
 - b. Is the total Fund level leverage limit calculated on consolidated leverage? Effective leverage? Does the calculation include off-balance sheet items such as forward commitments?
 - c. Describe the implications and procedures when the Fund's leverage is outside the maximum allowable range.
 - d. Does the Fund use fund-level, unsecured debt facilities? Describe the perceived benefits and risks of issuing fund-level debt.
 - e. Please describe management's preference for fixed and floating rate debt. What is the anticipated breakdown between the two?
 - f. Will floating-rate debt be hedged? What mechanisms will be employed?
13. What is the current consolidated leverage? Effective leverage? What has the range of leverage been over the last five years? What is the expected leverage range?
14. As is relates to debt, is the Fund currently in violation of any lender covenants or has the Fund exceeded its own maximum leverage target? Are there any assets that the Fund defaulted on and/or written the value to zero? If so, please provide details.

Forward Commitments:

15. Please describe the Fund's overall strategy as it relates to the use of forward commitments? Is there a defined cap? Are there pre-sale or pre-leasing thresholds? Please indicate the highest percentage of Fund assets involved in forward commitments in the last five years.
16. Does the Fund have any forward commitments? If so, please provide a list of the forward commitments including property type, the time the commitment was made, the original commitment amount (net & gross), current market value, and the expected closing date. Are these commitments being valued/impacting the Fund's current performance? If so, please explain this valuation process.
17. How is the accounting of forward commitments handled?

SECTION 7 INVESTMENT PROCESS

1. How are investment decisions approved? Please describe the Investment Committee role in the acquisition, asset management, and disposition process. Detail the approval requirement at each stage.

Research Process:

2. Describe the research process your firm utilizes for real estate. Include the firm's research capabilities and organization, and/or the sources of research utilized by the firm and how research is applied to support the investment management process. What is distinctive about the research process relative to your peers?
3. How are internal and external research sources integrated?
4. Provide at least two examples from your experience on how research has been applied to the investment process.
5. Does your firm publish internal or external research reports or newsletters? Please describe the types and frequency of research reports or newsletters published. If so, provide a sample of a research report that is relevant to the investment strategy contemplated in this RFP.

Acquisitions:

6. Please provide an overview of your acquisition process.
7. How does your firm source new investment opportunities?
8. Describe your due diligence and approval process for new acquisitions.
9. How does your firm allocate assets to investment accounts/funds within the firm? Does the firm have a formal allocation policy? If yes, please provide a copy. If no, please explain why a formal policy has not been established.

Asset/Property Management:

10. Please describe your firm's capabilities and processes for providing asset and property management services for acquired assets.
11. Please describe the structure and responsibility of the firm's asset and property management team or group (e.g. organized by property type, geographic region, client accounts, etc).
12. Does the firm utilize affiliates for property management? If so, why and to what extent? How do you ensure that market based fees are charged?
13. How frequently do you evaluate property management and what metrics are used?

Leasing:

14. Please describe your approach to contracting leasing services?
15. Does the firm utilize affiliates for leasing services? If so, how do you ensure that market based fees are charged?

Dispositions:

- 16. Please provide an overview of the disposition process including hold/sell analysis frequency, decision making process and implementation procedures.

General:

- 17. Have there been any changes to the product’s investment process over the past five years? If yes, please describe in detail.
- 18. Describe any services aside from investment management related duties whereby you or any affiliates provide services to the Fund and receive a fee. Examples include, but are not limited to development, project management, financing, property leasing functions, and property management responsibilities. If your firm does receive fees for any of these activities, please describe how you avoid any potential conflicts of interest.
- 19. What aspects of your investment process do you believe differentiate you from your competitors?

**SECTION 8
FUND**

General Information:

Investment Manager:	
Legal Fund Name:	
Fund Inception Date:	
Fund Structure:	
Minimum Investment:	
Fiduciary for Fund:	
Fund Auditor:	
Fund Custodian:	

- 20. Please provide a brief history of the Fund.
- 21. What are the target returns for the Fund?

Fund Structure:

- 22. What is the legal structure of the Fund (Limited Partnership, LLC, Private REIT, etc.)? Why was the structure chosen and what are management’s perceived benefits and/or limitations of the structure? Have there been any changes to the original structure? Are there any anticipated changes to the structure of the Fund? Please provide a structure chart.
- 23. Does a separate party serve as custodian/trustee for the commingled Fund? If so, please identify this party and describe the services provided. Also, please indicate if there is any other relationship/affiliation between the trustee/custodian and your firm.
- 24. Please describe any restrictions in place for the type of client eligible for the Fund? Is the Fund available to non-ERISA clients?

25. Please describe any and all regulating bodies governing the Fund.
26. Will the Fund generate UBTI? Please describe the procedures in place to minimize UBTI to non-ERISA clients. Has the Fund generated UBTI in any of the last five years? If so, please explain.
27. Please complete the attached supplemental distributions Excel spreadsheet with characterization of distributions.

Fund Limitations:

List each Fund limitation for each of the following items and explain each one. Please indicate if limitations are based on GAV or NAV and if they are hard limitations or guidelines. Discuss the implications and procedures if a violation occurs.

- a. *Permitted property types:*
- b. *Property type concentration:*
- c. *Regional concentration:*
- d. *Single property exposure:*
- e. *Single market exposure:*
- f. *Fund/Property leverage:*
- g. *Non-core properties (Please define what you include in non-core):*
- h. *Hotels (Do you include in non-core):*
- i. *Development:*
- j. *Forward commitments (Do you include in Non-core %):*
- k. *Joint Ventures:*
- l. *REIT exposure:*
- m. *Cash balance:*
- n. *Any other limitations not listed:*

Cash Management:

28. Describe the Fund's process of cash management?
29. What investment vehicle is used for cash in the Fund?

Redemptions/Distributions:

30. Please discuss the Fund's redemption procedures. How often may an investor withdraw assets; what is the notification period?
31. Please discuss the current redemption procedures as it relates to a withdrawal queue (Pro-rata, first-in/first-out, a combination, etc.) How is the pro rata allocation determined?
32. Please describe any changes or potential changes to the withdrawal/redemption procedures that have occurred over the last three years.
33. Has the Fund ever had to implement any gate provisions? If so, please describe.
34. Please describe the distribution process. Do investors receive dividends? Specifically address whether or not income dividends have preference over other redemption requests.

35. What is the Fund's target dividend distribution to investors? Has the Fund at any time stopped paying cash distributions to investors? If so, please describe in detail when and during what period of time, and under what circumstances.

Contributions:

36. How often and on what dates does the Fund accept new contributions? Has the Fund ever accepted any contributions outside of the normal schedule? If so, please describe in detail.
37. Does the Fund have any lock-up provisions?
38. Does the Fund currently have a contribution queue or waiting list for investors seeking to contribute new or additional capital into the Fund? If so, show the number of accounts, the dollar amount in the queue and the approximate length of time you expect it will take to draw down the queue.
39. If there is a queue, how would new investors' commitment be added to the queue – would all currently waiting assets have to be invested first before any new commitments are applied?

Valuation/Appraisal Process:

40. Please provide an overview of your appraisal policy and process including frequency of external appraisals.
41. What is your appraisal selection process, rotation process (including number of years)? How many appraisal firms do you currently employ? Please provide a list of all appraisal firms conducting external appraisals.
42. Describe the Fund's efforts with respect to FAS 157 requirements.
43. Describe in detail your firm's process for marking debt to market. Include specifics on your firm's current procedures for marking debt to market and a table showing the start date of the first quarter you began marking debt to market and what the impact this has had on your performance each quarter. Do you mark your portfolio level debt and property level debt to market?

Governance:

44. Please describe the governance of this Fund.
45. Does the Fund have an Advisory Board? If so describe in detail who sits on the Advisory Board, what the role of the Board is and what specific duties it holds, including any voting rights. Are members of your Advisory Board compensated for this role? If so, please describe in detail. Please include bios of the members of the Advisory Board.

**SECTION 9
CLIENT REPORTING**

1. Describe your firm's client reporting system, including frequency/delivery cycle as well as format and delivery (hard copy vs. electronic) of reports. Please provide examples of annual and quarterly investor reporting.

2. Please describe the research and other technical resources, including on-line databases, data-rooms, and web-based analytical tools that you make available to your clients.

SECTION 10 MISCELLANEOUS

1. What are your firm's competitive advantages over other real estate advisors, specifically your competitors? What distinguishes your firm and your Fund from the other core (or core-plus or value-added if completing for those vehicles) open-ended funds.
2. What lessons have you learned during the most recent downturn and what measures have been taken to compensate for those experiences?
3. Does the Fund have a Responsible Contractor Policy? If so, please provide a copy.

SECTION 11 FEES

1. List all fees associated with this Fund (asset-based fees, transaction/deal fees, performance fees, etc.) Also, describe any entry/exit fees.
2. What were the average all-in fees in each of the last three years?
3. How are fees paid?

SECTION 12 OTHER

- 1) Please complete the attached Real Estate Datasheet in its entirety.
- 2) Please provide three references, including contact phone number and email address. Please include, at least, one current and one former client in your references.

SECTION 13 CLIENT REFERENCES

Please provide the contact name, title, address, phone number, client name, benchmark, total amount of assets managed, and date of account inception for three to five current institutional clients.

**SECTION 14
CHECKLIST FOR APPENDICES**

Please check off items included as attachments. If any **required** items are excluded, please indicate an alternate means for our review of requested items.

	Included?
Organizational Chart – Ownership Structure	_____
Organizational Chart – Organizational Structure	_____
MWBE Registration (if applicable)	_____
ADV – Part II	_____
GIPS Verification Letter (if applicable)	_____
SEC Review Findings Letter	_____
Disaster Recovery and Business Continuity Procedures	_____
Independent Systems Control Audit Reports (if applicable)	_____
Code of Ethics Policy	_____
Investment Professional Bios	_____
Sample Research Publications	_____
Rotation/Allocation Policy	_____
Fund Structure Chart	_____
Redemption Policy	_____
Valuation Policy	_____
Most Recent Quarterly and Annual Report	_____
PPM, Trust Document	_____
Fund Investment Guidelines	_____
Responsible Contractor Policy	_____

I certify that the returns reported by my firm are representative of those achieved for accounts with similar guidelines and objectives and have been calculated in accordance with accepted performance measurement standards.

I certify that the firm meets the terms of the RFP/SIA including the Minimum Requirements of the RFP/SIA.

I certify that I am an officer authorized to contractually bind the firm.

Signature

Title

Name

Date

Thank you for completing the questionnaire. You may email this questionnaire and attachments to our consultant at: MWRDRFPs@marquetteassociates.com.