

Introduction:

The Metropolitan Water Reclamation District Retirement Fund (Fund) is requesting proposals from investment management firms (Investment Manager) interested in providing actively managed Global Low Volatility Equity investment management services to the Fund. The relative performance benchmark for this mandate will be the MSCI ACWI Minimum Volatility Index or S&P Global Low Volatility Index.

Goal:

The Board of Trustees (Board) is soliciting firms to provide Global Low Volatility Equity management services of approximately 5% of Fund assets or \$75 million. This Request for Proposal (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 (IMA). 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.

This RFP and the Fund’s Investment Policy are available on the Fund’s website at www.mwrdrf.org.

Timeline: (TBD)

RFP Date of Issue:	Wednesday, February 3, 2021
Deadline to Submit Written Questions:	Friday, February 12, 2021
Responses to submitted questions - Fund website:	Friday, February 19, 2021
RFP Due Date:	Wednesday, March 3, 2021

Proposal Evaluation (Tentative):	Wednesday, March 17, 2021
Finalists Notification (Tentative):	Wednesday, March 24, 2021
Finalists Presentations (Tentative):	TBD

Submission Process:

The RFP process will be overseen by the Fund’s investment consultant, Marquette Associates (Consultant). The RFP is available on the Fund’s website listed above. Questions concerning the RFP must be submitted via email to openrfp@marquetteassociates.com by 3:00 PM Central Standard Time on Friday, February 12, 2021. Respondents must submit an electronic copy of the completed RFP to the Consultant at openrfp@marquetteassociates.com by 3:00 PM Central Standard Time, on Wednesday, March 3, 2021. Any responses received after the deadline will not be considered for this search.

Consultant Search Contact:

openrfp@marquetteassociates.com

Marquette Associates, Inc.
180 N LaSalle St., Suite 3500
Chicago, IL 60601

Scope of Services:

The Investment Manager shall serve as a fiduciary to the Fund and have independent discretionary authority with respect to the management of the portfolio, subject to the agreed upon objectives and guidelines.

Minimum Qualifications:

Fund Staff and Investment Consultant will consider the following criteria, along with other evaluation criteria, when considering Investment Managers who respond to the RFP:

1. Accept responsibility as a co-fiduciary with respect to the work performed and investment recommendations made by the Investment Manager.
2. Comply with all Federal and State laws applicable regarding investment entities.
3. Carry errors and omissions insurance or a comparable instrument to cover any negligent acts or omissions of the Investment Manager.
4. 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.
5. Manage \$2 billion in total firm assets or \$500 million in the proposed strategy.
6. Provide a verifiable track record for the proposed strategy with at least three years of history.

Evaluation Criteria:

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

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:

A Quiet Period shall begin as of the publication date of this RFP and end when an IMA has been successfully negotiated. 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, Fund staff and Consultant cannot accept meals, travel, lodging or any other goods or service of value from the Investment Managers. A respondent will be disqualified for violating the Quiet Period. Questions regarding the search shall be forwarded to the Consultant.

Performance Review Process:

Performance review shall normally be conducted in accordance with the Fund's Investment Policy.

Disclosure of Proposal Content:

Respondents are advised that proposal materials are subject to the Illinois Freedom of Information Act, 5 ILCS 140 (FOIA). 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 the proper exemption of the FIOA must be identified for consideration.

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.

Global Low Volatility Equity Request for Information

I. Firm

- 1) Please provide the year your firm was established and give a brief history of your firm.
- 2) Please provide the organization's name, and the name, title, address, phone number, fax number, and email address of the individual who will be our primary contact.
- 3) Please provide the address and website of the firm's headquarters and all branch offices.
- 4) Please comment on the financial solvency of your firm.
- 5) Do you have any firm debt?
- 6) What is the amount of firm debt?
- 7) What are the plans, with timeframe described, to pay off the firm debt?
- 8) What is the minimum asset level required for your firm to remain profitable? Please be specific.
- 9) Please provide a brief description of your firm's plans for growth, such as asset growth, personnel growth, succession planning, over the next 3-5 years.
- 10) Please give succession plans for key employees if retirements are planned within 5 years.

II. Ownership

- 11) Please discuss your general ownership structure, including what percentage of your firm is owned by current active employees.
- 12) Have there been any changes in the ownership structure of your firm in the past five years? If yes, please explain in detail.
- 13) Please explain any known or potential changes in firm ownership or personnel.

III. Client Breakdown

- 14) Please provide the firm's and product's breakdown by clients as of the current date (as measured by % of assets under management) using the following format. Please provide a brief explanation as to the contents of "other."

	Corporate	Foundation/ Endowment	HNW/ Family	Insurance/ Financial	Mutual Fund	Public
Firm						
Product						

	Religious	Taft- Hartley	Sub- Advisory	Wrap*	Other
Firm					
Product					

15) Please provide the firm's and product's breakdown by clients as of the current date (as measure by # of clients under management) using the following format. Please provide a brief explanation as to the contents of "other."

	Corporate	Foundation/ Endowment	HNW/ Family	Insurance/ Financial	Mutual Fund	Public
Firm						
Product						

	Religious	Taft- Hartley	Sub- Advisory	Wrap*	Other
Firm					
Product					

16) Please provide the approximate client turnover in the *firm* using the format below.

	2014	2015	2016	2017	2018	2019	2020
# of Clients Gained							
Assets (\$MM) Gained							
# of Clients Lost							
Assets (\$MM) Lost							

17) Please provide the approximate client turnover in the *product* using the format below.

	2014	2015	2016	2017	2018	2019	2020
# of Clients Gained							

Assets (\$MM) Gained							
# of Clients Lost							
Assets (\$MM) Lost							

18) Please provide the following information on the product's client breakdown:

	Assets (in Millions)
Average Client Size:	
Largest:	
Smallest:	

IV. Investment Professionals

Firm Specific:

- 19) Please provide brief biographies of the investment professionals (analysts/portfolio managers/traders) in the firm.
- 20) List ownership and % held by the investment professionals of your firm.
- 21) List directorships or board positions held by investment professionals at other firms.
- 22) Please discuss the compensation plan of the investment professionals. Please distinguish the differences between the portfolio manager's compensation and analyst compensation.
- 23) Please specifically describe whether the bonus plans are based on asset growth, investment performance, or some combination. If any or part of the compensation is based on investment performance, please specifically cite the performance measurement (performance vs. peers, vs. benchmark) and the time period involved (1 year, 3 years, or a weighted measurement).
- 24) Are the investment professionals under employment contracts with the firm?
- 25) What are the terms of the employment contracts, including non-compete clauses?
- 26) Discuss all turnover of investment professionals (analysts/portfolio managers/traders and marketers) in the firm during the last three years.
- 27) Is your firm represented by any third party firm or individual whose purpose is marketing and/or gathering assets for the firm? If so, list all relationships and compensation

34) What is the minimum account size for a separately-managed portfolio for all your products? Please specify by product.

VI. Compliance

35) Please attach a copy of your firm's Code of Ethics.

36) Is your firm affiliated with a broker dealer?

37) If yes to #36, do you trade with your affiliated broker dealer? If applicable, what percentage of trades for this product execute through the affiliated broker dealer?

38) If yes to #36, please describe, in detail, the processes the firm has in place to prevent the transmission of material nonpublic information between the asset management arm and the broker dealer?

39) If yes to #36, please describe the separation of duties and systems between the broker dealer and asset management in regard to traders, back office, and settlement functions.

40) If yes to #36, does your broker dealer have a separate profit and loss statement than the rest of the firm's business entities? If no, please explain.

41) Are you compliant with GIPS® Standards?

42) Have you contracted with an outside firm to conduct a GIPS® verification? If yes, please indicate the last verification year and name of outside firm. If yes, please provide the most recent verification letter.

43) Are you a registered investment advisor? Please attach a copy of your ADV Part II.

44) Please provide a brief description of any past or pending regulatory action, litigation, or other legal proceedings involving the firm or any registered employees and/or principals as defendants in the last 5 years.

45) Are you currently or have you been in the last 5 years out of compliance with the DOL? If yes, please explain thoroughly.

46) Are you currently or have you been in the last 5 years out of compliance with the SEC? If yes, please explain thoroughly.

47) Are you currently or have you been in the last 5 years out of compliance with any regulatory agency? If yes, please explain thoroughly.

- 48) Has your firm been audited by the SEC, DOL, or any regulatory agency in the past 5 years?
- 49) When was your last audit, please be specific by month and year, by the SEC, DOL or any regulatory agency?
- 50) 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.
- 51) What is your firm's Errors & Omissions (E&O) Insurance policy limit in millions? Please attach proof of E&O Insurance coverage.
- 52) Do you have a dedicated compliance officer?
- 53) Does your compliance officer serve other roles within the firm? If so, please describe.
- 54) Who is the firm's independent auditor?
- 55) How long has the firm's independent auditor been serving in this capacity?
- 56) Who is the firm's legal counsel, or do you use an in-house legal team?
- 57) Please provide brief biographies for your legal counsel, indicating how long they have been serving in this capacity.
- 58) Please describe your firm's disaster recovery and business continuity plans.
- 59) Please address the most recent date and the numbers of times you have practiced and tested your procedures in the past 5 years, and the results of those exercises.
- 60) Please provide a copy of your firm's disaster recovery and business continuity procedures.
- 61) Please address your back-up capabilities and/or offsite location, particularly related to your trading desk, in the event your primary office location was inaccessible.
- 62) What is your firm's personal trading policy?
- 63) What are your procedures for personal trading policy violations?
- 64) How many violations of your personal trading policy have occurred in the past 12 months? Please describe the nature of each violation.
- 65) What software, systems and/or processes ensure client-specific guidelines and regulations are adhered to?

VII. Trading and Soft Dollars

66) Please describe your firm’s policy on soft dollar trading.

67) If your firm utilizes soft dollar, please list the top five brokers utilized in the **last calendar year**:

Broker
1)
2)
3)
4)
5)

68) If your firm utilizes soft dollars, please rank by dollar value, in descending order, your top-five soft dollar relationships within the last year:

Item/Vendor	Dollar Value (\$)
1)	
2)	
3)	
4)	
5)	

69) If a client requests no soft dollars be used in the construction of their separate account, can you comply?

70) If you didn’t use soft dollars, what impact would that have on portfolio performance and trading costs?

71) Please describe the trading platforms utilized by your firm’s trading desk.

72) Do you run a 24-hour desk to trade on international exchanges? Please describe how you breakout these duties among your trading staff.

73) Do you utilize minority-owned brokerage firms for trades?

74) Please provide a list of the minority-owned brokerage firms you utilize.

75) Are you conducting step-outs or direct trades with minority-brokerage firms? Please indicate the breakout of step-outs to direct trades.

- 76) What percentage of your firm's actual trades are with minority-owned brokerage firms?
- 77) Please discuss your portfolio manager's interaction with your trading desk.
- 78) How are orders communicated, does the portfolio manager specify price, etc.

VIII. Product Investment Process

79) Please provide a complete review of your firm's investment methodology for the product and the decision-making process. Please comment specifically on:

- Top-down versus bottom-up analysis, if appropriate
- Initial stock universe/benchmark
- Market capitalization criteria
- Liquidity criteria
- Stock selection criteria
- Buy/sell decision
- Sector weightings
- Country weightings
- Number of portfolio holdings
- Average portfolio turnover

- 80) Against what benchmark is the product evaluated?
- 81) Do you think this is the appropriate benchmark or would you prefer an alternate benchmark? If so, please discuss.
- 82) What part(s) of your process add the most value? Please provide backup data on your answer.
- 83) Has there been a time when the product significantly underperformed its benchmark over a consecutive three-quarter period? If so, please explain.
- 84) Has there been a performance time period that best highlights your investment style? If yes, please explain in detail.
- 85) Have there been any changes to the product's investment process over the past five years? If yes, please describe in detail.
- 86) Please discuss your risk analysis and control methodology.
- 87) Are sector weightings determined relative to a benchmark? If so, what is the range relative to the benchmark?

- 88) Will there ever be a time when a sector is not represented?
- 89) At what asset level, if any, will you close this product?
- 90) Please discuss your assessment of the current market outlook and how your firm plans to provide superior performance for clients in the years ahead.
- 91) What distinguishes your firm from other investment managers with respect to this product?
- 92) What can be expected from the product in a bull market? In a bear market?
- 93) Does the investment process consider ESG factors? If so, please describe in what way.
- 94) Please list the holdings overlap (number and % of assets) between your various products, using the following table

	Product A		Product B		Product C		Product D		Product E	
	#	%	#	%	#	%	#	%	#	%
Product A										
Product B										
Product C										
Product D										
Product E										

IX. Fees and Other

- 95) What is your standard fee schedule for this product? Please list “Marquette client” fees, including minimum account sizes and breakpoints, for all vehicles (separate account, CIT, LP, LLC, mutual fund) available for this strategy. Please complete the following table for all commingled funds for this strategy.

Fund/Vehicle Name & Type (CIT, LP, etc.)	Onshore/Offshore	3c1/3c7	ERISA Eligible?	ERISA Capacity	DB Eligible?	DC Eligible?	Non-ERISA Eligible?	Liquidity

- 96) What is the current Most Favored Nations Policy?
- 97) How do you ensure compliance with this policy?
- 98) If you have a commingled fund available for this strategy, please list all associated fees in addition to the management fee (transactions fees, operational, etc) and any fee caps that may be in place.
- 99) If you have a commingled fund available for this strategy, what is the trading policy for a new client entering the strategy? Is there a separate trading account open? Is there a flat basis point fee?
- 100) Does your firm have any SRI restrictions available for this product?
- 101) Please describe your firm's SRI restrictions policy for this product.
- 102) Do you have a specific ESG product for this strategy?
- 103) Please elaborate on your policy, if any, concerning the role of ESG issues in the investment decision-making process. If there is no specific attention to ESG issues, explain why.
- 104) Are ESG/SRI issues considered separate and apart from traditional financial criteria, or are ESG/SRI issues integrated into a company assessment? Are the sources of ESG/SRI research internal, external, or both?
- 105) Do you allocate specific resources in research to ESG/SRI issues? If so, indicate the relative allocation at the country, sector, and company levels.
- 106) Which ESG/SRI issues do you assess in company evaluation and how do you assess their relevance to the company's long-term business prospects? Examples include, but are not limited to, corporate governance structure, climate change, supply chain integrity, labor practices, and human resource management.
- 107) How, and to what extent, does your firm engage on ESG/SRI issues with the companies in which you invest? What are the reasons behind such the engagement and on what issues do you typically engage? Do you have a method of evaluating your engagement with companies? If so, please describe. If you do not engage, explain why.
- 108) Please describe the process by which data collected through your firm's review and evaluation of corporate ESG/SRI/sustainability reports are quantified and factored into the investment decision-making process?

- 109) Is your firm a signatory to the UN Principles for Responsible Investment (UNPRI) or a similar organization? If not, why? If applicable, please provide a copy or link to your most recent UNPRI assessment.
- 110) How do you train your investment professionals on ESG/SRI issues (if applicable)?
- 111) Please indicate your firm's responsible AUM and the number of clients included in this figure.
- 112) Please provide three references, including contact phone number and email address. Please include, at least, one current and one former client in your references.

X. Attachments and Disclosure

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

Required	Included?
ADV Part II	_____
SEC Review Findings Letter	_____
Disaster Recovery and Business Continuity Plans	_____
Code of Ethics	_____
Proof of E&O Insurance Coverage	_____

Include, if Applicable	Included?
State or Local Registration for M/WBE	_____
GIPS Verification Letter	_____

Chief Compliance Officer Signature

I, chief compliance officer of _____, have reviewed all of the aforementioned statements and documents. To the best of our ability, we believe all statements and documents to be accurate, truthful and timely.

Signature

Print Name

