

FORT WORTH EMPLOYEES' RETIREMENT FUND PLACEMENT AGENT POLICY

I. Purpose

The Board of Trustees of the Fort Worth Employees' Retirement Fund recognizes that investment managers, in both the public and private markets, use placement agents and third-party marketers to assist in raising capital. In order to preserve the independence and integrity of the Fort Worth Employees' Retirement Fund, the Board of Trustees of the Fort Worth Employees' Retirement Fund has determined that it is in the best interest of the Fort Worth Employees' Retirement Fund to require that investment managers with which it does business disclose any such relationships. This Policy is designed to prevent conflicts of interest, or the appearance of conflicts of interest, in the Fort Worth Employees' Retirement Fund's investment decision-making process, and to ensure that investment decisions are made solely on the merits of the investment and in a manner consistent with the Board of Trustees' of the Fort Worth Employees' Retirement Fund fiduciary duties.

II. Definitions

"Benefit" means a reference to any money, thing of value, or economic benefit conferred on or received by a person or business for the purposes specified in this policy. The term does not include meals or other things of insignificant value.

"Board" means the Board of Trustees of the Fort Worth Employees' Retirement Fund.

"Fund" means the Fort Worth Employees' Retirement Fund.

"Investment Consultant" or **"Consultant"** means persons or firms who are contractually retained by the Fund to provide advice to the Fund on investments, Investment Manager selection and monitoring, and other services.

"Investment Manager" means an asset management firm that is seeking to be, or has been, retained by the Fund to manage a portfolio or assets, including limited partnership structures, for a fee.

"Placement Agent" means any person or entity hired, engaged, retained by, acting on behalf of an Investment Manager or third-party marketer as a finder, solicitor, marketer, consultant, broker, or other intermediary to raise money or investment from, or attain access to, the Fund directly or indirectly, including through an investment vehicle.

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“Placement Agent Disclosure Letter” or **“Letter”** has the meaning set forth in Exhibits A-1 and A-2.

III. Application

This Policy applies to all agreements with Investment Managers that are entered into after the date this Policy is adopted. This Policy also applies to existing agreements with Investment Managers if, after the date this Policy is adopted, the term of the agreement is extended, there is any increased commitment of funds pursuant to the existing agreement, or there is an amendment to the substantive terms of an existing agreement, including the fees or compensation payable to the Investment Manager.

IV. Form of Disclosure

The Investment Manager shall provide a Placement Agent Disclosure Letter addressing all requirements specified in Exhibit A-1 and, if a General Partner of a Limited Partnership as specified in Exhibit A-2.

V. Notification

Fund staff or the Investment Consultant will provide the Investment Manager with this Policy and the Placement Agent Disclosure requirements when full due-diligence review of potential investment begins and will request that a Placement Agent Disclosure Letter from the Investment Manager be submitted before the end of the screening process.

VI. Submission of Placement Agent Disclosure Letter

The Investment Manager will be required to submit the Placement Agent Disclosure Letter to the Fund before the end of the screening process. In the event that due diligence is accelerated to accommodate closing timelines, the Executive Director may permit the Placement Agent Disclosure Letter to be delivered prior to the closing date of the investment transaction. The Placement Agent Disclosure Letter will be included as an essential part of the closing record.

VII. Failure to Comply with Placement Agent Disclosure Letter Requirement

- A. In the event that the Investment Manager fails to comply with the Placement Agent Disclosure Letter requirement, or makes a material misstatement or omission in such Letter, the Fund shall have the option, in its sole discretion, to terminate its investment relationship with the Investment Manager in

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accordance with the contract terms between the Investment Manager and the Fund.

- B. In each case, termination of the relationship shall occur either immediately or on such date as the Fund shall, in its sole discretion, specify.
- C. The Fund will have the sole right to determine whether a misstatement or omission by an Investment Manager is material.
- D. Any investment management or limited partnership agreement between the Fund and an Investment Manager may be terminated by the Fund pursuant to this policy without penalty to the Fund.

This Policy was revised and adopted by the Board of Trustees on February 28, 2018.

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Exhibit A-1

Placement Agent Disclosure Letter Requirements (Investment Managers):

The Investment Manager shall deliver a written document (the "Placement Agent Disclosure Letter") to the Fund which contains a representation that:

1. if the services of a placement agent were not used:
 - a. a representation that the Investment Manager did not use the services of a Placement Agent, registered lobbyist, or other intermediary to assist the Investment Manager in obtaining investments from the Fund, or otherwise doing business with the Fund, whether compensated on a flat fee, a contingent fee, or any other basis; and
 - b. a representation that no Benefit has been paid, given, or promised to any of the Fund's consultants or advisors (including any person reasonably believed to be an officer, director, or employee of the Fund) for the purpose, or with the effect, of obtaining (i) an introduction to the Fund or any officer or employee of the Fund, or other assistance in obtaining business from the Fund, or (ii) a favorable recommendation with respect to the investment transaction.

2. if the services of a Placement Agent were used:
 - a. a representation that a Benefit has been paid to assist the Investment Manager in obtaining investments from the Fund, or otherwise doing business with the Fund. The Investment Manager shall also disclose (i) a description of the transaction and the reason for the engagement of the Placement Agent; (ii) the purpose for the Benefit; and (iii) the amount of the Benefit or the nature of the Benefit; and
 - b. a representation that all information contained in such Letter is true, correct, and complete in all material respects.

Notwithstanding anything to the contrary contained in the investment management agreement, the Investment Manager understands that the Fund may be required under the Texas Public Information Act to disclose the information contained in the Placement Agent Disclosure Letter to the public.

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In the event that the Fund does not receive the Placement Agent Disclosure Letter prior to closing, the Fund has the option, in its sole discretion, not to execute the investment management agreement. If the Fund determines that the Placement Agent Disclosure Letter contains a material inaccuracy or omission, the Fund shall have the option, in its sole discretion and without liability to the Investment Manager or any third party, to terminate the investment management agreement and to pursue all remedies that may otherwise be available to the Fund without incurring any penalty under any agreement to which it is a party.

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Exhibit A-2

Placement Agent Disclosure Letter Requirements (Limited Partnerships):

The General Partner of the Limited Partnership shall deliver a written document (the "Placement Agent Disclosure Letter") to the Fund which contains a representation that:

1. if the services of a Placement Agent were not used:
 - a. a representation the General Partner did not use the services of a Placement Agent, registered lobbyist, or other intermediary to assist the General Partner in obtaining investments from the Fund, or otherwise doing business with the Fund, whether compensated on a flat fee, a contingent fee, or any other basis; and
 - b. a representation that no Benefit has been paid, given, or promised to any of the Fund's consultants or advisors (including any person reasonably believed to be an officer, director, or employee of the Fund) for the purpose, or with the effect, of obtaining (i) an introduction to the Fund or any officer or employee of the Fund, or other assistance in obtaining business from the Fund, or (ii) a favorable recommendation with respect to the investment transaction.
2. if the services of a Placement Agent were used:
 - a. a representation that a Benefit has been paid to assist the General Partner in obtaining investments from the Fund, or otherwise doing business with the Fund. The General Partner shall also disclose (i) a description of the transaction and the reason for the engagement of the Placement Agent, (ii) the purpose for the Benefit; and (iii) the amount of the Benefit or the nature of the Benefit; and
 - b. a representation that all information contained in such Letter is true, correct, and complete in all material respects.

The General Partner may omit from the Placement Agent Disclosure Letter fees and expenses paid to its legal counsel and accountants in connection with the organization of any Partnership and the offering of limited partner interests therein, provided that such legal counsel and accountants have not also represented the Investor in connection with its investment in the Partnership and have not been involved in any form of solicitation relating to the Fund. The General Partner understands that the Fund may be required

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under the Texas Public Information Act to disclose the information contained in the Placement Agent Disclosure Letter to the public.

In the event that the Fund does not receive the Placement Agent Disclosure Letter before closing, the Fund has the option, in its sole discretion, not to close the investment transaction. If the Fund determines that the Placement Agent Disclosure Letter contains a material inaccuracy or omission, the Fund shall have the option, in its sole discretion and without liability to the Partnership, General Partner, any Limited Partner, or any third party, to cease making further capital contributions, other contributions, and/or direct payments to the Partnership and to pursue all remedies that may otherwise be available to the Fund without being deemed to be a defaulting Limited Partner under the Partnership Agreement and without incurring any other penalty under any agreement to which it is a party.

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