**APPENDIX E**

**Contractor’s CertificationS/Acknowledgements**

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| **SIGNATURE AUTHORITY** |
| The Contractor\* and the person signing on behalf of the Contractor certify that such person is authorized to sign on behalf of the Contractor and has the express authority to contractually bind the Contractor.  |
| **ACKNOWLEDGEMENT OF RECEIPT OF OSC’S POLICY STATEMENT ON DISCRIMINATION AND HARASSMENT, INCLUDING SEXUAL HARASSMENT** |
| The Contractor and the person signing on behalf of the Contractor acknowledge receipt of the OSC Policy on Discrimination and Harassment, Including Sexual Harassment (Appendix B), and each agrees to abide by the terms of Appendix B. |
| **CERTIFICATION OF COMPLIANCE WITH STATE FINANCE LAW § 139(L) REGARDING SEXUAL HARASSMENT POLICY AND ANNUAL TRAINING** |
| “By submission of this bid, each bidder and each person signing on behalf of any bidder certifies, and in the case of a joint bid each party thereto certifies as to its own organization, under penalty of perjury, that the bidder has and has implemented a written policy addressing sexual harassment prevention in the workplace and provides annual sexual harassment prevention training to all of its employees. Such policy shall, at a minimum, meet the requirements of section two hundred one-g of the labor law.” |
| **NON-COLLUSIVE BIDDING CERTIFICATION** |
| “By submission of this bid, each bidder and each person signing on behalf of any bidder certifies, and in the case of a joint bid each party thereto certifies as to its own organization, under penalty of perjury, that to the best of [such persons] knowledge and belief:1. The prices in this bid have been arrived at independently without collusion, consultation, communication, or agreement for the purpose of restricting competition, as to any matter relating to such prices with any other competitor;
2. Unless otherwise required by law, the prices which have been quoted in this bid have not been knowingly disclosed by the bidder and will not knowingly be disclosed by the bidder, directly or indirectly, to any other competitor; and
3. No attempt has been made or will be made by the bidder to induce any other person, partnership or corporation to submit or not to submit a bid for the purpose of restricting competition.”
 |
| **CONTRACTOR’S ACKNOWLEDGEMENT OF RECEIPT AND UNDERSTANDING OF OSC EXECUTIVE ORDER ON PROCUREMENT INTEGRITY** |
| The Contractor and the person signing on behalf of the Contractor acknowledge receipt of the OSC Executive Order on Procurement Integrity and OSC Procurement Integrity Procedures (Appendix C). By submission of this bid, the Contractor and the person signing on behalf of the Contractor each affirms, under penalty of perjury, that they understand and will comply with the terms of Appendix C.  |
| \* All reference to “bidders” within this Appendix E includes proposers and Contractors. Reference to “bids” includes proposals and other responses to solicitations. **THE SIGNATURE(S) BELOW INDICATES AGREEMENT WITH EACH OF THE ABOVE CERTIFICATIONS/ ACKNOWLEDGEMENTS** |
|  |  |  |
| **Proposer Name** |  | **Joint Proposer Name (if any)** |
|  |  |  |
| **Signature** |  | **Signature** |
|  |  |  |
| **Printed or Typed Name** |  | **Printed or Typed Name** |
|  |  |  |
| **Title** |  | **Title** |
|  |  |  |
| **Date** |  | **Date** |
| *Add additional signature lines below for additional Joint Proposers, as necessary.*October 24, 2023 |

**APPENDIX F**

**CRF VENDOR RESPONSIBILITY AND CONFLICT OF INTEREST DISCLOSURE FORM**

Answer all questions completely. Failure to respond to any question could lead to disqualification. As to Conflicts of Interest questions, responses should address current conflicts, if any, as asked for below, and potential conflicts generated by various business activities that may arise in connection with the provision of the Services. In each case, how those conflicts are mitigated must be described with specificity.

*The person completing this form must be knowledgeable about the Vendor’s business and operations. The person signing this form on Vendor’s behalf must certify, under oath, all responses given are true to the best of the person’s knowledge.*

**For each Yes response, Vendor must:**

* Attach a separate sheet and describe the issue/provide the information requested. Identify the relevant date for each issue.
* Identify actions taken or currently being implemented to ensure that the issue will not occur again.
* State whether the staff and/or organizational component involved in the identified issue(s) will be assigned to provide services to the CRF.
* State whether the issue will affect Vendor’s financial or organizational ability to provide services to the CRF.
* Provide copies of relevant documents or any other information that would assist the CRF in its vendor responsibility evaluation.

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| --- |
| **Vendor Information** |
| Vendor Name | Federal Vendor ID/EIN #/NYS ID |
| Vendor Address |
| Vendor Email | Vendor Phone |

**I hereby certify that all of the attached responses to the CRF Vendor Responsibility and Conflict of Interest Disclosure Form are complete, true and accurate to the best of my knowledge after diligent inquiry.**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Authorized Signature |  | Date |
|  |  |  |
| Name and Title of Authorized Signatory |  |  |

|  |
| --- |
| ***Vendor includes any affiliate, any predecessor company or entity, owner, director, officer or key person*** |
| **Questions**  |
| 1. Is Vendor, or does Vendor employ any officers, directors or key persons, affiliated\* with New York State, the New York State and Local Retirement System, or the Common Retirement Fund?

*If yes*, on a separate sheet list all affiliations and identify whether any of the officers, directors, or key persons directly own interest of 10% or more of Vendor’s business. | ☐ **YES** | ☐ **NO** |
| 1. Have there been any major corporate changes at Vendor in the past year (e.g., legal status, equity ownership, business model, management)?
 | ☐ **YES** | ☐ **NO** |
| 1. Is Vendor currently in violation of any federal or state securities law or regulation?
 | ☐ **YES** | ☐ **NO** |
| 1. Does Vendor use, or has it used in the past 5 years, any other business name, FEIN, or d/b/a other than that provided to the Fund?
 | ☐ **YES** | ☐ **NO** |
| 1. Does Vendor have data breach/cyber liability insurance?

*If yes*, attach a certificate *of* coverage. | ☐ **YES** | ☐ **NO** |
| 1. Has Vendor been a victim of a cyber breach within the past 5 years?
 | ☐ **YES** | ☐ **NO** |

\* As used herein, affiliated means:

(1) the Comptroller or a family member of the Comptroller;

(2) an officer or employee of New York State Office of the State Comptroller (OSC);

(3) an individual or entity doing business with OSC or the Common Retirement Fund (CRF); or

(4) an individual or entity that has a substantial financial interest in an entity doing business with OSC, the CRF or the New York State Retirement System.[[1]](#footnote-1)

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| **Question** |
| 1. DoesVendor have a process for determining compliance with gift and entertainment policies applicable to government contracts?
 | ☐ **YES** | ☐ **NO** |
| 1. Has Vendor, its affiliates, officers, directors, key persons or employees offered, made, or provided any gift or hospitality to a New York State employee in violation of the New York State gift restrictions?\*\*
 | ☐ **YES** | ☐ **NO** |
| 1. Does Vendor agree to notify the CRF in the event Vendor becomes aware of any violation of the gift restrictions?
 | ☐ **YES** | ☐ **NO** |

\*\* New York State Public Officers Law provides that:

(1) No Statewide elected official, state officer or employee, individual whose name has been submitted by the Governor to the Senate for confirmation to become a State officer or employee, member of the Legislature or Legislative employee shall, directly or indirectly solicit, accept or receive any gift having more than a nominal value, whether in the form of money, service, loan, travel, lodging, meals, refreshments, entertainment, discount, forbearance or promise, or in any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence the State Employee, or could reasonably be expected to influence the State Employee, in the performance of the State Employee’s official duties or was intended as a reward for any official action on the State Employees part; and

(2) No person shall, directly or indirectly, offer or make any such gift to a Statewide elected official, or any State officer or employee, member of the Legislature or Legislative employee under such circumstances.

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| **Is Vendor or at any time within the past 5 years has Vendor been:** |
| 1. the subject of or participated in litigation involving the New York State and Local Retirement System, the CRF, or the Comptroller?
 | ☐ **YES** | ☐ **NO** |
| 1. the subject of a criminal indictment, judgment, conviction or a grant of immunity, including pending actions?
 | ☐ **YES** | ☐ **NO** |
| 1. named in, been the subject of, or agreed to a settlement or judgment in a civil matter that (i) could substantially impact the financial integrity of the firm or its capacity to provide services to the CRF, or (ii) involves any of the same personnel the firm will assign to provide services to the CRF?
 | ☐ **YES** | ☐ **NO** |
| 1. the subject of an enforcement action, sanction, fine, citation, or other disciplinary action or proceeding by the SEC, FINRA, NASD, or bar association, stock exchange, regulatory or professional oversight entity where such was not dismissed with prejudice or did not result in a finding of no responsibility?
 | ☐ **YES** | ☐ **NO** |
| 1. the subject of a material finding; had fines or penalties assessed; been censured; had an unsatisfied judgment, injunction, or lien (including judgments for taxes owed) obtained by; or agreed to a settlement with any federal, state or local governmental or regulatory entity?
 | ☐ **YES** | ☐ **NO** |
| 1. the subject of or party to any charge, claim, investigation, suit, or proceeding pending, threatened or ongoing, before or by any court or regulatory agency (or represented a party to such) that would have a material adverse effect upon Vendor’s services to the CRF or on Vendor’s firm?
 | ☐ **YES** | ☐ **NO** |
| 1. the subject of a civil suit alleging breach of fiduciary duty, fraud, etc?
 | ☐ **YES** | ☐ **NO** |
| 1. required to pay penalties or compensate any of its clients upon termination of services?
 | ☐ **YES** | ☐ **NO** |
| 1. the subject of a government suspension, debarment or rejection of any bid or disapproval of any contract, including pending actions, for (i) lack of responsibility, (ii) impermissible contacts or other violations of New York State law, (iii) denial or revocation of prequalification, (iv) a voluntary exclusion agreement, or (v) intentional provision of false or incomplete information to a governmental entity?
 | ☐ **YES** | ☐ **NO** |
| 1. the subject of a federal, state, or local government contract suspension or termination for cause prior to the completion of the term of a contract or been the subject of an administrative proceeding or civil action seeking specific performance or restitution in connection with any federal, state, or local government contract?
 | ☐ **YES** | ☐ **NO** |

1. List the regulatory bodies having oversight of Vendor.

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| ☐ | **NA** |  |
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| **Questions** |
| 1. Is Vendor or its affiliate(s) an SEC-registered investment adviser?
 | ☐ **YES** | ☐ **NO** |
| 1. Does Vendor and/or its affiliate(s) provide both (i) investment management or advisory services and (ii) fiduciary review services (regardless of whether such services are provided to the CRF)?

*If yes…** Answer Questions 22(a) – 22(b) below.
 | ☐ **YES** | ☐ **NO** |

22(a). LINES OF BUSINESS:

List all business lines from which Vendor has derived revenue during the past 5 years and the approximate percentage of total revenue represented by each line (e.g., consulting, asset management, broker dealer). Add rows as necessary.

|  |  |
| --- | --- |
| Business Line | Percentage of Total Revenue |
|  |  |
|  |  |
|  |  |
|  |  |

22(b). Describe Vendor’s process to identify potential conflicts of interest (or attach documentation of such).

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22(c). Describe whether clients of the investment management/investment advisory business include institutional investors or whether clients strictly limited to retail investors.

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22(d). State whether any members of the Project Team provide services for the Vendor’s investment management/investment advisory business. If applicable, provide details such as the name of the Project Team member that provides such services, the investment management/investment advisory services the Project Team member performs, and the amount of time spent providing investment management/investment advisory services.

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22(e). Describe measures (if any) the Vendor and its affiliate(s) undertake to separate its investment management/investment advisory business from its fiduciary review business.

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| **Conflicts of Interest** |
| 1. Has Vendor identified any potential conflicts of interest with the New York State and Local Retirement System, the CRF or the Comptroller?

Potential conflicts may relate to: economic or financial interests; fee or other compensation arrangements with sponsors (or affiliates) of private investment funds, other investment advisors, investment companies, broker dealers, municipal securities dealers, and any other person or entity that could, or could be reasonably perceived to, conflict with the Vendor’s ability to provide unbiased and objective advice to the CRF.For example:* Vendor currently represents or provides services to a client whose interests have been, are, or may be adverse to the interests of the CRF;
* Vendor has interests that conflict with or may be perceived to conflict with Vendor’s ability to provide unbiased and objective advice to the CRF;
* Vendor has within the previous 5 years, represented or provided services to a client whose interests were, or may have been, adverse to CRF interests.
 | ☐ **YES** | ☐ **NO** |

1. Listand describe Vendor’s business relationships involving New York State including its agencies, the New York State and Local Retirement System, the CRF, and the Comptroller during the past 5 years.

|  |  |  |  |
| --- | --- | --- | --- |
| ☐ | **NA** |  |  |
| New York State Entity | Relationship |
|  |  |
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|  |  |

1. Identify persons with substantial ownership interests in the Vendor; its key principals; its key personnel to be assigned to provide the Services; and its Chief Compliance Officer (or person serving in a similar capacity) (“Covered Persons”).

|  |  |  |
| --- | --- | --- |
| Name  | Email address | Title and Capacity  |
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**APPENDIX G**

**CRF PROPOSER’S DISCLOSURE OF PRIOR NON-RESPONSIBILITY DETERMINATIONS**

1. Has the Proposer been found by any governmental entity to be non-responsible within the past four years from the date of this proposal due to either:
	1. impermissible contacts or other violations of New York State Law; or

 [ ]  Yes [ ]  No

* 1. intentional provision of false or incomplete information to a governmental entity?

 [ ]  Yes [ ]  No

If your answer to either of the above is “Yes,” please attach a written explanation, indicating the date of such finding, the entity that found non-responsibility, and the circumstances surrounding such finding (including any written finding of non-responsibility issued by such entity).

 Signature

 Printed or Typed Name

 Title

 Procurement Number/Name

 Date

February 29, 2012

**APPENDIX H**

**MATERIAL CONFLICTS OF INTEREST STATEMENT**

As provided in Part 136-2.4(c) of Chapter IV of Title 11 of the Official Compilation of Codes, Rules and Regulations of the State of New York, investment managers, and consultants or advisors shall promptly disclose to the Common Retirement Fund in writing any conflict of interest the investment manager or consultant or advisor may have which could reasonably be expected to impair the investment manager’s, or consultant’s or advisor’s ability to render unbiased and objective advice.

Investment managers, and consultants or advisors hereby acknowledge that they are aware of and in compliance with the above standard, and agree as follows:

**ALL INVESTMENT MANAGERS, AND CONSULTANTS OR ADVISORS OWE THE COMPTROLLER AND THE COMMON RETIREMENT FUND A FIDUCIARY DUTY. THIS MEANS THAT INVESTMENT MANAGERS, OR CONSULTANTS OR ADVISORS MUST DISCLOSE TO THE COMPTROLLER INFORMATION ABOUT MATERIAL CONFLICTS OF INTEREST. FAILURE TO TRUTHFULLY COMPLETE THIS STATEMENT MAY RESULT IN CRIMINAL OR CIVIL LIABILITIES.**

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| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
| **Signature** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
| **Name** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
| **Title** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
| **Date** |

STATE OF \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ )

) ss.:

COUNTY OF \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ )

On the day of in the year 20 , before me personally appeared , known to me to be the person who executed the foregoing instrument, who, acknowledged to me that he/she/they maintain an office at , is the of , the business described in the foregoing instrument, is authorized to execute the foregoing instrument on behalf of the business for the purposes set forth therein, and, pursuant to that authority, has executed the foregoing instrument in the name of and on behalf of the business as the act and deed of the business.

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Notary Public**

**Registration No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** Revised May 18, 2015

1. For the purpose of this paragraph, the term substantial financial interest shall mean the control of the entity, whereby control means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the entity, whether through the ownership of voting securities, by contract (except a commercial contract for goods or non-management services) or otherwise; but no individual shall be deemed to control an entity solely by reason of his being an officer or director of such entity. Control shall be presumed to exist if any individual directly or indirectly owns, controls or holds with the power to vote 10 percent or more of the voting securities of such entity. [↑](#footnote-ref-1)