



Employees' Retirement System of Rhode Island

ERSRI Board: May 18, 2015

Seth Magaziner
General Treasurer
Chair

VIA EMAIL ONLY

William B. Finelli
Vice Chair

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RE: Public Records Request

Roger P. Boudreau

Dear Mr.

Michael R. Boyce

Mark A. Carruolo

We write in response to your May 4, 2015 request for information pursuant to the Rhode Island Access to Public Records Act (APRA). Your specific request is noted below along with our corresponding response.

Michael DiBiase

John P. Maguire

Please provide the following information for the period from January 1, 2009 through today.

John J. Meehan

Request 1: Please provide copies of any investment consulting contracts between the fund and any of its investment consultants, including but not limited to, Cliffwater LLC and PCA.

Thomas A. Mullaney

Claire M. Newell

Response: Enclosed please find records responsive to your request. Kindly note that two (2) contracts have been slightly redacted to pursuant to RIGL § 38-2-4 to prevent an unwarranted invasion of personal privacy and RIGL § 38-2-2(A)(II)(B).

Louis M. Prata

Jean Rondeau

Request 2: Please provide copies of any investment consultant analyses, performance reports, due diligence reports and other information provided to the fund.

Frank J. Karpinski
Executive Director

Response: Enclosed please find records responsive to your request. Additionally, some of the documents in which you seek may be located in the SIC books which may be accessed at: <http://treasury.ri.gov/treasury-divisions/investments-finance/state-investment-commission-reports/>. Due to the number of years requested and the number of investments that ERSRI holds, it is reasonably estimated that it will take approximately 72.75 hours to search, retrieve and review additional documents that may responsive to your request. Pursuant to RIGL § 38-2-4, ERSRI may charge \$15 per hour (with the first hour free) for search and retrieval. ERSRI has already expended in excess of ten (10) hours on your request, therefore a charge of \$1,091.25 (72.75 hours x \$15) will be assessed.

Request 3: Please provide copies of any analyses of direct and indirect investment management and other investment-related fees prepared by CEM Benchmarking or any other firm.

Response: Enclosed please find two presentations responsive to your request. There are no documents relating to CEM Benchmarking.

Request 4: *Please provide copies of any audits of investment fees by any third party.*

Response: State audits can be found on the Office of the General Treasurer's website at: <http://treasury-content.harmonyapp.com/investor-relations/financial-reports/>. There are no other documents responsive to your request.

Request 5: *Please provide copies of any documents related to actual or potential violations of law involving any investment manager or other vendor to the fund.*

Response: There are no documents responsive to your request for documents related to actual violations of law. As for your request for "potential violations" we respectfully seek clarification. ERSRI does not maintain any documents related to an open investigation of violation of law, however, the term "potential violations" could theoretically apply to any document. Please clarify this portion of your request.

Request 6: *Please provide copies of any communications or correspondence with the Securities and Exchange Commission related to the fund, or its assets or its investment managers.*

Response: Enclosed please find correspondence of May 2009 previously provided. In order to fully respond to this request, ERSRI will need to conduct a search and review of files and emails of a number of staff (and former staff). It is reasonably estimated that it will take approximately 239 hours to conduct this search, retrieval and review. Pursuant to RIGL § 38-2-4, ERSRI may charge \$15 per hour (with the first hour free) for search and retrieval. Therefore, because ERSRI has already expended in excess of ten (10) hours on your request, a charge of \$3,585 will be assessed. It should be noted that ERSRI is not aware of any active or open investigation of the SEC into the ERSRI pension fund currently or since the inquiry related to May 2009.

Request 7: *Please provide copies of any investment manager contracts related to the fund.*

Response: Due to the voluminous nature of your request, the number of years in which you seek, and further the number of investment managers in which ERSRI engages, it is reasonably estimated that it will take approximately 191.67 hours to retrieve and review any additional documents responsive to your request. Pursuant to RIGL § 38-2-4, ERSRI may charge \$15 per hour (with the first hour free) for search and retrieval. Therefore, because ERSRI has already expended in excess of ten (10) hours a charge of \$2,875.00 will be assessed.

Request 8: *Please provide the offering memorandum, subscription agreement and/or investment advisory contract related to each alternative investment (including hedge, real estate, private equity and venture capital funds) in which the fund has invested, including any investment advisory fee waivers or other documents amending or altering the applicable terms and/or fees.*

Response: The documents responsive to this request are incorporated in the estimate provided in response to request number 7 above.

Request 9: *Please provide comprehensive disclosure of the total fees applicable to each alternative investment, including but not limited to asset-based, performance fees, monitoring fees and operating fees.*

Response: Asset-based and performance fees can be located on Treasury's website at the following link: <http://treasury.ri.gov/treasury-divisions/investments-finance/pension-investments/expenses/>. Any responsive documents related to monitoring and operating fees would be incorporated in the estimates provided in response to requests number 2 and 7 above.

Request 10: *Please provide any documents related to the payment of placement agent fees by the fund or its investment managers.*

Response: Enclosed please find copies of placement agent disclosure certifications for years 2011 through present. To complete our search for records from 2009 to 2011, it is reasonably estimated that it will take approximately five (5) hours to undertake this search, retrieval and review. Pursuant to RIGL § 38-2-4, ERSRI may charge \$15 per hour (with the first hour free) for search and retrieval. Therefore, because ERSRI has already expended in excess of ten (10) hours a charge of \$75 will be assessed.

If you would like for us to undertake this analysis and review, kindly provide pre-payment in the amount of \$7,626.25. Please be advised that payment does not guarantee that the records you have requested constitute public records (in whole or in part, i.e. redacted), but only authorizes this office to conduct a search and retrieval to determine if responsive records exist. Should actual fees exceed the pre-payment estimate, this office will advise you and seek your authorization before continuing. Should your pre-payment exceed actual search, retrieval, and copying, you will, of course, be reimbursed. Please note the time in which our office has to respond to your request is tolled until the fees are paid.

In the event that you issue payment and direct ERSRI to complete the additional search and retrieval, ERSRI will need additional time to respond. Therefore, pursuant to RIGL §38-2-3(e) ERSRI will respectfully request an additional twenty (20) business days to respond due to the voluminous nature of your request, specifically the number of requests made, the number of years in which your request spans, and the number of investments involved. This extension, however, will not be calendared until or unless pre-payment in the amounts provided above are received by us. Alternatively, you may seek to clarify or narrow the scope of your request.

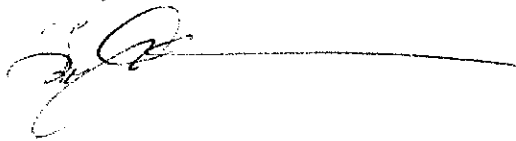
Kindly note that ERSRI has expended in excess of ten (10) hours in preparation of this response and has provided approximately 819 pages of documents at no cost to you.

If you contend you have been denied access to public records, pursuant to RIGL §38-2-8, you may appeal this decision to Frank J. Karpinski, Executive Director of the Employees' Retirement System of Rhode Island, 50 Service Avenue, 2nd Floor, Warwick, RI 02886. You may also file a complaint with the Department of the Attorney General, 150 South Main Street, Providence, RI 02903 or the Rhode Island Superior Court of the county where the records are maintained.

Additional information regarding the Access to Public Records Act may be found at <http://www.riag.ri.gov/civil/opengovernment>.

Thank you for your interest in keeping government open and accountable to the public.

Sincerely,

A handwritten signature in black ink, appearing to read 'G. Mambro-Martin', followed by a long horizontal line extending to the right.

Gayle C. Mambro-Martin, Esq.
Public Records Officer