

# NORTH CAROLINA DEPARTMENT OF STATE TREASURER

## INVESTMENT MANAGEMENT DIVISION

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<b>DST Reference:</b>	<b>IMD-POL-2002-IMD</b>
<b>Title:</b>	<b>Investment Transaction Disclosure Policy</b>
<b>Chapter:</b>	<b>Legal / Compliance</b>
<b>Current Effective Date:</b>	<b>August 14, 2023</b>
<b>Original Effective Date:</b>	<b>September 29, 2009</b>

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### I. Purpose

**A. Background.** The North Carolina State Treasurer (the “Treasurer”) maintains the investment program for the North Carolina Retirement Systems defined in N.C.G.S. § 147-69.2(b)(8) and other investment funds (collectively, the “NC Funds”). The Investment Management Division (“IMD”) of the North Carolina Department of State Treasurer (the “Department”) serves as the investment arm of the Treasurer. The Treasurer and the Department strive to model excellence in performing their respective roles as fiduciaries of the NC Funds, through transparency, accountability, and the prudent investment of entrusted assets. Because the Department is limited in the number of IMD staff it can hire and the Department lacks legal authority to invest directly in certain asset classes, outside Investment Managers (as hereinafter defined)<sup>1</sup> manage many of the investments made on behalf of the NC Funds.

Since the first version of this Policy was adopted in 2009, the Treasurer and the Department have adopted several policies and procedures that govern the selection of outside Investment Managers. Among these policies are the Investment Policy Statement for NCRS [IMD-POL-1013-IMD], the External Investment Manager and Vehicle Selection Policy [IMD-POL-1001-IMD] (the “Manager Selection Policy”), and the IMD Code of Ethics and Conduct [IMD-POL-2005-IMD]. The Manager Selection Policy includes a Conflict of Certification for individuals involved in an Investment Transaction. The Treasurer’s overarching goal, in adopting this set of policies, has been to develop the best possible procedures for selecting investments and to maintain high ethical standards.

**B. Goals of this Policy.** Investment decisions should be based solely on the best interests of the NC Funds. To that end, this Policy promotes transparency and high ethical standards in the marketing, evaluation, recommendation, negotiation, and approval of Investment Transactions through limitations on the use of Placement Agents and disclosures and representations by Investment Managers and Placement Agents.

### II. Application

**A. Generally.** This Policy applies to all Investment Transactions (which include Substantive Amendments) entered into by the Treasurer directly or indirectly on or after September 29, 2009, and revised versions of this Policy apply to Investment Transactions entered into on or after the effective date of the revision. This Policy applies whenever the Treasurer either directly or indirectly is seeking to engage, hire, invest with, or to do business with an Investment Manager. Although Placement Agents’ services are generally considered more applicable to the general partners, managers, and sponsors of private equity, real estate, absolute return, and other private market investment funds, this Policy also applies to public market Investment Managers as well.

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<sup>1</sup> Capitalized terms not otherwise defined in Section I-VIII of this Policy have the meanings stated in Section IX.

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<b>DST Reference:</b>	<b>IMD-POL-2002-IMD</b>	<b>Page 1 of 12</b>
<b>Title:</b>	<b>Investment Transaction Disclosure Policy</b>	
<b>Chapter:</b>	<b>Legal / Compliance</b>	
<b>Current Effective Date:</b>	<b>August 14, 2023</b>	

---

# NORTH CAROLINA DEPARTMENT OF STATE TREASURER

## INVESTMENT MANAGEMENT DIVISION

**B. Transition Management.** For transition management services, this Policy applies to the original transition management agreement governing the relationship with the transition manager and any Substantive Amendments to such agreement. This Policy does not apply to a scope of services for each transition handled by the transition manager.

**C. Manager of Managers.** This Policy applies to a Manager of Managers in a fund of funds investment structure. This Policy also applies to the Investment Managers hired by a Manager of Managers on behalf of the Treasurer. Investment Managers hired by a Manager of Managers, and any Placement Agents for these Investment Managers, must provide disclosures in regard to the Treasurer and the Department (as required by all Investment Managers and Placement Agents) and in regard to the Manager of Managers.

**D. Commitments and Allocations.** This Policy applies to capital commitments, including an initial commitment, an increase to an existing commitment, and adding a series to a series limited partnership. However, this Policy does not apply to an allocation to a fund pursuant to an existing capital commitment, such as a capital call or an allocation of a Treasurer-sourced investment to an existing special opportunities fund. Likewise, this Policy does not apply to an increased allocation to an existing public equity strategy.

**E. Secondary Market.** This Policy does not apply to “secondary market” and other similar transactions in which the Treasurer is acquiring an interest in an existing investment vehicle from a third party that is not affiliated with the Investment Manager in a transaction in which the Investment Manager is not materially involved (e.g., where the Investment Manager’s only material involvement is consenting to the transaction).

**F. Supplemental Retirement Plans.** This Policy does not apply to the Supplemental Retirement Plans.

### III. Required Disclosures

**A. Disclosure Forms.** Prior to entering into an Investment Transaction, an Investment Manager shall provide to the Department’s Compliance Counsel the following (collectively, the “Disclosure Forms”):

1. A disclosure from the Investment Manager substantially in the form of Appendix 1 to this Policy (a “Disclosure Form for Investment Managers”); and
2. If there is a Placement Agent for the Investment Transaction, a disclosure from each Placement Agent substantially in the form of Appendix 2 (for people) or Appendix 3 (for business entities) to this Policy (a “Disclosure Form for Placement Agents”).

Each person and each business entity that meets the definition of a “Placement Agent” in this Policy must submit a completed Disclosure Form for Placement Agents.

For Substantive Amendments, regardless of whether any Disclosure Forms were provided at the

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<b>DST Reference:</b>	<b>IMD-POL-2002-IMD</b>	<b>Page 2 of 12</b>
<b>Title:</b>	<b>Investment Transaction Disclosure Policy</b>	
<b>Chapter:</b>	<b>Legal / Compliance</b>	
<b>Current Effective Date:</b>	<b>August 14, 2023</b>	

---

# NORTH CAROLINA DEPARTMENT OF STATE TREASURER

## INVESTMENT MANAGEMENT DIVISION

time of the contract's original execution, Investment Managers and Placement Agents (if any) shall complete Disclosure Forms based on the circumstances surrounding the proposed Substantive Amendment, not the original contract.

In preparing their responses, Investment Managers and Placement Agents may rely on the Department's lists of current and former Departmental personnel and Investment Advisory Committee members.

References in the Disclosure Form to "business relationship" include occasions where people worked together on the same project at the same company or fund or as part of the same client-consultant relationship. The term does not include prior engagement of the Investment Manager by the Department or prior occasions in which the Placement Agent Marketed an Investment Transaction to the Treasurer or the Department.

**B. Content of Disclosure Forms.** Each Disclosure Form shall be in substantially the form of Appendix 1, Appendix 2, or Appendix 3 to this Policy, as applicable.

**C. Change of Information.** The Investment Manager and Placement Agent shall provide a written update of any material changes to their responses to Questions 1 through 3.2, 5.1, and 6 of the Disclosure Form within fourteen (14) days after such person or entity knew or should have known of the change in information. The Disclosure Forms ask several questions about social relationships, shared work history, and family or marital relationships in Questions 3.3 through 3.6. The answers to these questions may change over time. The Investment Manager and Placement Agent need not provide updates to Responses 3.3 through 3.6 but must update Responses 3.1 and 3.2 regarding conflicts of interest and recommendations to use a Placement Agent.

**D. Representations and Warranties**

1. **By Investment Manager.** In the Disclosure Form for Investment Managers and/or the Investment Agreement, the Investment Manager shall represent and warrant that the information in the Disclosure Form for Investment Managers is true, correct, and complete in all material respects. The Investment Agreement shall provide for a remedy for breach consistent with Section IV of this Policy.

2. **By Placement Agent.** In the Disclosure Form for Placement Agents, the Placement Agent shall represent and warrant that the information in the Disclosure Form for Placement Agents is true, correct, and complete in all material respects.

**E. Investment Recommendation Memorandum.** The recommendation memorandum from IMD staff (as required by the Manager Selection Policy, the "Recommendation Memo") must include a statement of whether any person, other than an employee of the Investment Manager or one of its Affiliates, communicated with IMD in the marketing or due diligence process on behalf of the proposed Investment Manager. If any non-employees communicated with IMD, the Recommendation Memo must include their names, their employers, and whether they submitted a Disclosure Form for Placement

# NORTH CAROLINA DEPARTMENT OF STATE TREASURER

## INVESTMENT MANAGEMENT DIVISION

Agents.

**F. Transparency.** Disclosure Forms shall be public documents, and the Department may post Disclosure Forms on its public website. Any designation by an Investment Manager or Placement Agent of Disclosure Form text as a trade secret under N.C. Gen. Stat. § 132-1.2(1) shall be supported by a statement identifying how the text designated as a trade secret satisfies the test of N.C. Gen. Stat. §§ 66-152(3)(a.), (b.) and 132-1.2(1)(b.)-(d.). Such statement must be included with the initial submission of the Disclosure Form to the Treasurer. Notwithstanding such confidentiality designation by an Investment Manager or Placement Agent, any information determined in good faith by the Treasurer to be eligible for disclosure under N.C. Gen. Stat. § 132 (Public Records Act) will not be treated as confidential information.

#### IV. Prohibitions

**A. Prohibition on Investment without Approval under this Policy.** This Policy prohibits the Treasurer and the Department from entering into any Investment Transaction unless the procedures stated by this Policy have been followed.

**B. Eligibility Criteria for Placement Agent.** The Treasurer will not transact business either directly or indirectly on behalf of any NC Funds with an Investment Manager that has elected to use a Placement Agent unless the following criteria are met in all material respects:

1. The Placement Agent must be registered with either the Securities and Exchange Commission or the Financial Industry Regulatory Authority, and for international Investment Transactions, any Placement Agents outside the United States must have a substantially equivalent foreign registration.

2. The placement fee must not be shared with a person or entity that does not meet the criteria in Subsection (B)(1) above.

3. The person or entity acting as the Placement Agent must be in the habitual, systematized business of acting as a Placement Agent.

4. The Investment Manager must represent and warrant in the Investment Agreement that the information disclosed is true, correct, and complete in all material respects, as set forth in Section III(D).

5. The Investment Manager must agree in the Investment Agreement to the remedies for material omission or inaccuracy in the Disclosure Form, as set forth in Section IV.

6. The Investment Manager must agree that the Investment Manager, not the Treasurer or the NC Funds, shall bear the entire cost of all Placement Agent fees and expenses. An investment vehicle in which the Treasurer is an investor may make a payment to the Placement Agent as an offset to future Compensation paid by the NC Funds to the Investment Manager if and only if (i) the terms of the management fee offset are fully disclosed, (ii) the Placement Agent

# NORTH CAROLINA DEPARTMENT OF STATE TREASURER

## INVESTMENT MANAGEMENT DIVISION

and its Compensation are fully disclosed in approved Disclosure Forms under this Policy, and (iii) the NC Funds do not ultimately bear any Placement Agent fees and expenses.

### C. Prohibition on Use of Placement Agents if Investment Manager Currently Manages, or Recently Managed, Funds for SRP or the Retirement Systems.

1. **Prohibition.** The Treasurer shall not enter into an Investment Transaction either directly or indirectly if both of the following apply: (1) the Investment Manager has elected to use and Compensate a third-party Placement Agent with respect to the Investment Transaction; and (2) the Investment Manager or its Affiliate currently manages assets for the Plans or the NC Funds or has conducted such management within the past two years. Notwithstanding the foregoing, in some situations an Investment Manager hires a Placement Agent for a small flat fee to assist in preparing marketing materials for all potential investors in the fund. This subsection does not prohibit the Investment Transaction if (1) the flat fee is not based on the size of the Investment Manager's fund or the flat fee is not based, directly or indirectly, on the size of the NC Funds' investment, and (2) the Placement Agent does not appear personally in front of the Treasurer, the Department, or State Officials.

2. **No Placement Agents to Promote or Market Amendments.** The Treasurer shall not enter into an amendment or consent to amend an existing contract if the Investment Manager hired a third-party Placement Agent to promote or market the amendment.

3. **No Tail Fees.** The Treasurer shall not enter into an Investment Transaction if a Placement Agent is Compensated as the result of the Placement Agent's status in a prior Investment Transaction as the Placement Agent to the NC Funds, even though the Placement Agent did not serve as a Placement Agent to the NC Funds in the current Investment Transaction.

4. **Exception for Internal or Affiliated Placement Agents.** For clarity, the prohibition in Subsection (C)(1) above does not restrict Investment Managers from utilizing Placement Agents who are employees of an Investment Manager and/or Affiliate, so long as Compensation to the Placement Agent is disclosed in accordance with Section III(B)(4) of this Policy.

### D. Prohibitions on Conduct of Key Departmental Members. Key Departmental Members shall not:

1. Suggest to an Investment Manager or other Key Departmental Member that a Placement Agent be engaged with respect to an Investment Transaction; or

2. Make an initial call to, or contact with, a Placement Agent about an investment opportunity, unless that Placement Agent meets the standards of Subsections (B)(1) and (B)(3) above and the contact will be disclosed in the Recommendation Memo and Disclosure Forms as required under this Policy.

# NORTH CAROLINA DEPARTMENT OF STATE TREASURER

## INVESTMENT MANAGEMENT DIVISION

### V. Failure to Comply – Remedies

#### A. By Investment Managers.

1. Each Investment Agreement entered into after the effective date of this Policy shall include remedial provisions that apply in the event the Investment Manager (i) fails to comply with the Disclosure Form requirements, (ii) makes a material misstatement or omission in its Disclosure Form, (iii) fails to update a Disclosure Form as required by Section III(C) of this Policy, or (iv) otherwise materially violates this Policy (items (i) through (iv) collectively hereinafter, a “Violation”).

2. All remedial actions for Violations shall be at the Treasurer’s sole discretion, without liability of the Treasurer to the Investment Manager, and the Treasurer may choose not to exercise any such remedy if the Treasurer determines that such exercise may not be in the best interest of the NC Funds.

3. The remedial provisions for a Violation of this Policy shall provide that the Investment Manager shall repay to the Treasurer the greater of (a) the aggregate amount of any management or advisory fees paid to the Investment Manager for the most recent two years in respect of the investments or business of the Treasurer, whether paid directly by the Treasurer or an investment vehicle in which the Treasurer is an investor and without regard to any offset reducing such fees (e.g., for placement fees, special fees, fund expenses); or (b) an amount equal to the amounts paid or promised to be paid to the Placement Agent with respect to investments or business with the Treasurer.

4. The Treasurer shall also seek, when practicable, in the remedial provisions in an Investment Agreement for a Violation, language that allows for immediate termination of the Investment Agreement without a fee or other penalty; or, for a limited partnership, limited liability company, or other investment vehicle, language that allows for an orderly withdrawal of the Treasurer from such investment vehicle without a fee or other penalty. Withdrawal rights may be limited as necessary for a credit facility associated with an Investment Transaction.

5. The Treasurer may also impose a ban on future Investment Transactions with the Investment Manager.

6. The remedies set forth in this Section shall be in addition to any other remedies that the Treasurer may be entitled to at law or in equity, by contract or otherwise.

7. If an Investment Agreement was executed pursuant to a prior version of this Section, IMD staff is not required to renegotiate the remedy provisions as part of a Substantive Amendment.

**B. By Department Personnel.** Failure to comply with this Policy by Departmental employees, IMD Contractors or Consultants may result in discipline up to and including termination.

# NORTH CAROLINA DEPARTMENT OF STATE TREASURER

## INVESTMENT MANAGEMENT DIVISION

### VI. Notification and Review Process

**A. Notice.** At the time discussions are initiated with respect to a prospective Investment Transaction, the Treasurer's staff will provide the Investment Manager with a copy of this Policy along with the Department's Ethics and Conduct Policy (Tier 1) [OST-POL-5018-ALL] and Supplemental Ethics Policy (Tier 2) [OST-POL-5019-ALL].

**B. Timing of Disclosure Forms.** The Disclosure Forms shall be provided to the Compliance Counsel as soon as reasonably possible prior to the anticipated closing of the Investment Transactions.

**C. Review before Closing.** Before the execution of the Investment Agreement or Substantive Amendment, the Compliance Counsel shall review the Disclosure Form(s) in accordance with Section VII of this Policy.

**D. Implementation.** As part of the closing of an Investment Transaction to which this Policy applies, the Investment Manager, as part of the Investment Agreement, will be required to (i) represent and warrant that its Disclosure Form is, as of the date of closing, true, correct, and complete in all material respects and (ii) confirm the Investment Manager's agreement to the remedial provisions contained in Section V.

### VII. Evaluation of Disclosure Forms

**A. Information Reviewed.** The Compliance Counsel shall review the Disclosure Form(s) and the Recommendation Memo. The Compliance Counsel may contact Departmental personnel, the Investment Manager, or the Placement Agent to address questions.

**B. Standard of Review.** The Compliance Counsel shall determine whether in his or her view, based on the information reviewed:

1. The Disclosure Forms are responsive, complete, and sufficient in all material respects;
2. Whether there is a reasonable chance that any aspect of the Investment Transaction's Marketing, evaluation, recommendation, negotiation, or approval may violate any law, regulation, or Departmental policy; and
3. Whether any Conflict of Interest, or the appearance of a Conflict of Interest, was present in any aspect of the Investment Transaction's Marketing, evaluation, recommendation, negotiation, or approval.

Any approval by the Compliance Counsel must be made in writing. These criteria are intended to be identical to the criteria in Section VII of the Manager Selection Policy, and the Compliance Counsel's review under this Policy and under the Manager Selection Policy may be combined.

# NORTH CAROLINA DEPARTMENT OF STATE TREASURER

## INVESTMENT MANAGEMENT DIVISION

### C. Corrective Procedures.

1. **For issues under § VII(B)(1).** If the Compliance Counsel determines that the test stated by Subsection (B)(1) above is not met, he or she shall contact the Investment Manager or IMD staff to seek correction of the Disclosure Forms.

2. **For issues under § VII(B)(2) or (B)(3).** If the Compliance Counsel determines that the test stated by Subsections (B)(2) or (B)(3) above may not be met, the Compliance Counsel will promptly notify the Chief Investment Officer and the Department's General Counsel. The issue will be jointly resolved by the Chief Investment Officer, General Counsel, and Compliance Counsel, with the goal of ensuring that all aspects of the Investment Transaction (i) comply with the Treasurer's fiduciary duty and all other applicable legal and policy requirements; and (ii) promote public confidence in the Department's discharge of its duties regarding the NC Funds. Possible resolution of the issue may include (1) recusal of Key Departmental Members; (2) evaluation, recommendation, approval, or negotiation of the Investment Transaction by a neutral third party; or (3) prohibition of the Investment Transaction. The issue raised by the Compliance Counsel, and its resolution, will be documented in writing and provided to the Treasurer before execution. Resolution under this Policy shall be coordinated with resolution under the Manager Selection Policy.

**D. Political Contributions.** Without limiting the foregoing provisions of this section, the Treasurer will not enter into an Investment Transaction if any of the Key Investment Manager Members or people or business entities listed in Sections 2.1-2.3 of the Disclosure Form for Investment Managers have made any Political Contribution(s), including without limitation any Political Contribution(s) disclosed in Section 6.1 of the Disclosure Form for Investment Managers, (1) in violation of applicable North Carolina or federal law; or (2) that would make it unlawful under 17 C.F.R. § 275.206(4)–5 for any Investment Manager Member to receive Compensation for services provided to the Treasurer, the Department, or the NC Funds. The disclosure of Political Contributions will not be used by the Treasurer or the Department for political purposes but will be used exclusively as a check on compliance with applicable North Carolina and federal law, including without limitation 17 C.F.R. § 275.206(4)–5, and Departmental policies.

### VIII. Interpretation of this Policy.

Questions concerning the meaning of this Policy shall be resolved by the Department's General Counsel or by his or her designee.

### IX. Definitions.

The following terms when used in this Policy shall have the meanings set forth below.

A. **Affiliate:** A business entity that controls, is controlled by, or is under the common control of the Investment Manager.

B. **Compensation:** Compensation of any kind (including flat fees, contingent fees, or any other form of tangible or intangible compensation or benefit) provided as a result of an Investment



# NORTH CAROLINA DEPARTMENT OF STATE TREASURER

## INVESTMENT MANAGEMENT DIVISION

Transaction. If a Placement Agent receives a flat fee based on the size of an Investment Manager’s fund, the Placement Agent receives “Compensation” under this Policy if the NC Funds’ investment is included in the fund size number that is used to calculate the Placement Agent’s fee. A Placement Agent also receives “Compensation” under this Policy if the Investment Manager increases the Placement Agent’s flat fee with the understanding, or in part because, direct payment to the Placement Agent based on the NC Funds’ investment would be barred under this Policy. “Compensate” means to provide Compensation.

C. **Compliance Counsel**: An attorney designated by the Department’s General Counsel to conduct the review and approval described by this Policy.

D. **Conflict of Interest**: Circumstances that create a material risk that professional judgment or actions regarding the transaction’s recommendation, approval, or execution have been or will be unduly influenced by a direct or indirect personal interest.

E. **IMD (or Investment Management Division) Contractor or Consultant**: A natural person engaged by the Department, whether directly or through a staffing agency, limited liability entity, or other organization, to consult and advise IMD on potential investment opportunities; provided, however, that the term shall not include (i) State of North Carolina employees, (ii) the Treasurer and members of governing boards for NC Funds, and (iii) persons given authority or discretion by the Treasurer to make decisions, such as Investment Managers.

F. **Investment Advisory Committee**: The Investment Advisory Committee formed pursuant to N.C.G.S. § 147-69.2(b1).

G. **Investment Agreement**: The final written agreement or contract between the Treasurer and the Investment Manager with respect to an Investment Transaction.

H. **Immediate Family**: (1) Mother, father, brother, sister, wife, husband, child, aunt, or uncle; (2) child of a sister, brother, aunt, or uncle; or (3) lineal ascendants (grandparents, etc.); and lineal descendants (grandchildren, etc.). The relationships in the previous sentence may be by birth, marriage, engagement to be married or through a live-in domestic partnership that is similar to marriage.

I. **Investment Manager**: A person or entity, other than Department employees, given authority or discretion by the Treasurer to make decisions concerning the investment of NC Funds, the investment management of NC Funds, or the transfer or transition of invested NC Funds. In the case where the Treasurer invests in a limited partnership, limited liability company, or other similar investment vehicle, “Investment Manager” shall mean solely the general partner, manager, or other similar managing entity. This Policy is intended to apply broadly to all types of investment partners with whom the NC Funds does business, including the general partners, investment managers and sponsors of hedge funds, private equity funds, limited liability entities, and real estate funds, as well as investment managers (whether through a separate account or commingled trust) retained pursuant to a contract.

J. **Investment Transaction**: (i) A business undertaking agreed upon between the Treasurer and an Investment Manager to invest NC Funds, commit to invest NC Funds, manage invested NC Funds,

# NORTH CAROLINA DEPARTMENT OF STATE TREASURER

## INVESTMENT MANAGEMENT DIVISION

create a new series under a series limited partnership or series limited liability company, or transfer or transition invested NC Funds; or (ii) a Substantive Amendment.

K. **Key Departmental Members:** Key Departmental Members are the following:

- State Treasurer
- The following Departmental personnel (whether employees or contractors):
  - Chief of Staff
  - Division Heads and Deputy Treasurers
  - Chief Investment Officer
  - General Counsel
  - IMD Directors
  - IMD personnel who played a role in the evaluation, recommendation, or negotiation of the Investment Transaction
  - Attorney(s) who played a role in the evaluation, recommendation, or negotiation of the Investment Transaction
- Members of the Investment Advisory Committee
- For an Investment Transaction by a Manager of Managers:
  - The Manager of Managers (as an entity)
  - The officers, directors, partners, and principals of the Manager of Managers
  - The Manager of Managers' personnel (whether employees or contractors) who played a role in the evaluation, recommendation, or negotiation of the Investment Transaction
  - The Manager of Managers' project team for the Treasurer's account

L. **Key Investment Manager Members:** Key Investment Manager Members are the following:

- Investment Manager (as an entity)
- Affiliates of the Investment Manager (as entities)
- The officers, directors, partners, and principals of the Investment Manager and its Affiliates
- The Investment Manager's project team for the Treasurer's account

M. **Manager of Managers:** An Investment Manager that selects and manages underlying Investment Managers on behalf of the Treasurer.

N. **Market / Marketed / Marketing:** Market / Marketed / Marketing means any activity related to marketing, promoting, or selling, directly or indirectly, an investment opportunity to a potential investor, including arranging an introduction or a meeting.

O. **Placement Agent:**

1. ***Definition.*** For purposes of this Policy, a "Placement Agent" is any person or

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<b>DST Reference:</b>	<b>IMD-POL-2002-IMD</b>	<b>Page 10 of 12</b>
<b>Title:</b>	<b>Investment Transaction Disclosure Policy</b>	
<b>Chapter:</b>	<b>Legal / Compliance</b>	
<b>Current Effective Date:</b>	<b>August 14, 2023</b>	

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# NORTH CAROLINA DEPARTMENT OF STATE TREASURER

## INVESTMENT MANAGEMENT DIVISION

business entity:

a. Engaged by an Investment Manager or an Affiliate, or an individual or entity with which an Investment Manager or Affiliate has an employment or other business relationship, to Market an investment opportunity to one or more Key Departmental Members and/or other potential investors, regardless of whether such individual or entity is Compensated based on, or paid from, the NC Funds' investment;

OR

b. Entitled to Compensation based on whether the Treasurer invests NC Funds with the Investment Manager (which, for clarity, does not include investment management fees or other Compensation for managing the NC Funds' investment).

2. **International regulatory agents.** Notwithstanding the foregoing, where an Investment Manager is required by another country's national regulator to engage an agent as a precondition to offering interests to investors resident in those countries, those regulatorily-required agents are not Placement Agents within the definition of this Policy.

3. **Investment Manager employees.** Within this Policy, the term "Placement Agent" shall include natural persons who are employees, officers, directors, partners, or principals of an Investment Manager or its Affiliate only if they are subject to registration requirements with the Securities and Exchange Commission or the Financial Industry Regulatory Authority.

P. **Political Contribution:** A "Contribution" as defined in 17 C.F.R. § 275.206(4)–5(f)(1) or in N.C.G.S. § 163-278.6(13).

Q. **State Officials:** Current and former members of the North Carolina General Assembly and the North Carolina Council of State. The Council of State consists of the Governor, Lieutenant Governor, Secretary of State, State Auditor, State Treasurer, Superintendent of Public Instruction, Commissioner of Labor, Commissioner of Insurance, Commissioner of Agriculture, and Attorney General.

R. **Substantive Amendment:** An amendment to, or consent to amend, an Investment Agreement that (a) changes the Investment Manager, (b) increases the commitment of funds by the Treasurer, (c) increases the Compensation paid to the Investment Manager, or (d) otherwise substantively and negatively changes the Treasurer's rights or obligations (e.g., restrictions on the Treasurer's right to withdraw assets or terminate the Investment Agreement). For clarity, Substantive Amendments do not include consents, elections, and amendments that do the following:

1. Change the fund's investment guidelines;
2. Decrease the Investment Manager's Compensation;
3. Extend the fund's commitment period, harvest period, or term without an increase in the Investment Manager's Compensation; or
4. Allocate NC Funds to an existing fund commitment.

# NORTH CAROLINA DEPARTMENT OF STATE TREASURER

## INVESTMENT MANAGEMENT DIVISION

S. **Definition Cross-References.** “Department,” “IMD,” “NC Funds,” “Manager Selection Policy,” and “Treasurer” are defined in Section I(A). “Disclosure Form,” “Disclosure Form for Investment Managers,” and “Disclosure Form for Placement Agents” are defined in Section III(A). “Violation” is defined in Section V(A) of this Policy. “Department-Affiliated Persons” is defined in Section IV(D).

### X. Revision/Review History

Version	Date Approved	Description of Changes
1.0	9/29/2009	Original version
1.1	10/19/2009	Clarifications to Policy; voluntary compliance requested from all existing investment managers
1.2	3/14/2011	Clarifications to Policy; new section on political contributions
2.0	Approved 11/19/2013 Effective 12/1/2013	Clarifications to Policy and form Disclosure Form; Disclosure Forms now required from Placement Agents; prohibition on compensation of Placement Agent if Investment Manager recently managed NC Funds; new section on connections or relationships
2.1	Approved 9/26/2016 Effective 10/15/2016	New language clarifying “Investment Transactions” and “Substantive Amendments” that require submission of documents under the Policy; clarified definition of “Placement Agent”
2.2	10/30/2017	Amended definition of “substantial amendment” to “other significant negative changes;” minor edits to appendices
2.2	2/14/2019	Reviewed – No Changes
2.3	5/14/2020	Tech changes to update process of no longer posting collations of disclosure forms online; updated DST policy references; changed chapter and policy numbers; Appendices 1 and 2 reviewed, no changes needed.
3.0	08/14/2023	Major revisions to policy, changed name from <i>Placement Agent, Political Contribution, and Connection Disclosure Policy</i> . Shortened policy and updated the scope and type of disclosures; created separate forms for Placement Agents who are people and those that are entities; updated policy owner

### XI. Appendices

- Appendix 1 – Disclosure Form for Investment Managers
- Appendix 2 – Disclosure Form for Placement Agents (People)
- Appendix 3 – Disclosure Form for Placement Agents (Entities)

For questions about this Policy, please contact [Assistant General Counsel Reid Chisholm](mailto:reid.chisholm@nctreasurer.com) at [reid.chisholm@nctreasurer.com](mailto:reid.chisholm@nctreasurer.com). For general questions about department-wide policies and procedures, please contact the [DST.PolicyCoordinator@nctreasurer.com](mailto:DST.PolicyCoordinator@nctreasurer.com).

North Carolina Department of State Treasurer  
Appendix 1 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Investment Managers

This Disclosure Form is submitted by the Investment Manager named below pursuant to and in accordance with the Investment Transaction Disclosure Policy (the “Policy”) adopted by the Treasurer of the State of North Carolina.

**Please review the Policy carefully before completing this Disclosure Form. Capitalized terms not otherwise defined in this Disclosure Form have the same meanings as in the Policy.**

**Section 1: Investment Manager and Investment Transaction**

Name of Investment Manager: \_\_\_\_\_

Name of fund or separate account: \_\_\_\_\_

Reason for submitting this Disclosure Form (check one):

- A new or amended and restated Investment Agreement
- An amendment to an Investment Agreement
- An update to a prior Disclosure Form

Has the Investment Manager or an Affiliate managed an investment by the NC Funds or the North Carolina Supplemental Retirement Plans (NC 401(k) and NC 457 Plans) within the past two years (including currently managing)?

- Yes       No

If “yes,” provide the name of the fund(s) or separate account(s):

\_\_\_\_\_

**Section 2: Placement Agents**

**Section 2.1**

List the people (including employees) who have Marketed the Investment Transaction to the Treasurer, the Department, or State Officials on behalf of the Investment Manager. For each person, provide the information requested in this Section 2.1. Attach additional pages if more than one person Marketed the Investment Transaction.

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Employer: \_\_\_\_\_

What is the relationship of the employer to the Investment Manager (check one)?

- Same (Investment Manager is employer)
- Affiliate
- Firm or vendor retained by the Investment Manager:
- Other

North Carolina Department of State Treasurer  
Appendix 1 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Investment Managers

If “other,” describe the relationship below, including the entity that retained the employer and the retaining entity’s relationship to the Investment Manager.

Is the person subject to registration requirements with the SEC and/or FINRA?

Yes       No

If “yes,” is the person currently registered with the SEC and/or FINRA?

Yes       No

Is the person or the employer entitled to Compensation (check all that apply):

1. Based on whether the Treasurer invests NC Funds in the Investment Transaction?

Yes       No

2. Based on the total investments committed by all investors to the Investment Transaction?

Yes       No

3. Paid by the limited partnership, account, or other investment vehicle for the Investment Transaction?

Yes       No

4. As a fee for services (e.g., flat fee, hourly fee) to Market the Investment Transaction to the Treasurer, the Department, or State Officials?

Yes       No

If you answered “yes” to any of the above, provide a brief description below of the terms of the person’s Compensation, including how it is calculated and the timing of payment.

**Section 2.2**

Is there a business entity that has Marketed the Investment Transaction to the Treasurer on behalf of the Investment Manager AND that is not listed as an employer in the previous response?

Yes       No

North Carolina Department of State Treasurer  
Appendix 1 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Investment Managers

If “yes,” briefly describe the role and Compensation (calculation and timing) of the entity in regard to the Investment Transaction.

**Section 2.3**

Is there a person or business entity that has been, or will be, Compensated based on the investment of the NC Funds in the Investment Transaction AND that is not listed in the response to Section 2.1 or 2.2?

Yes       No

If “yes,” briefly describe the role and Compensation (calculation and timing) of the entity in regard to the Investment Transaction.

**NOTE:** Section 3 relates to the people and business entities you included in your responses in Section 2.

- If you did not list a person in Section 2.1 and you checked “no” in Sections 2.2 and 2.3, no person or business entity is listed, and you may skip to Section 4.
- Otherwise, you must complete Section 3.

**Section 3: Disclosures Regarding Placement Agents**

**Section 3.1**

For each person listed in Section 2.1 and 2.3, include a copy of the person’s resume or CV with this Disclosure Form.

**Section 3.2**

For each person and business entity listed in Sections 2.1-2.3, the Investment Manager represents the following:

1. The person or business entity (including all officers, partners, principals, and employees) holds all required securities licenses;
2. The person is in the habitual, systematized business of Marketing investment opportunities to potential investors;

North Carolina Department of State Treasurer  
Appendix 1 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Investment Managers

3. The Investment Manager and not the Treasurer or the NC Funds will pay all fees and expenses owed to the person or business entity; and
4. Except as disclosed in Sections 2.1-2.3, no person or business entity has been or will be Compensated based on the investment of the NC Funds in the Investment Transaction.

**Section 3.2**

Has any person or business entity (including all officers, partners, and principals) included in your response in Section 2 been the subject of an Action within the past 10 years, or is an Action pending against such person or business entity? For this question, “Action” means an actual or threatened (or settlement in lieu thereof) (1) civil lawsuit, criminal prosecution, regulatory action, investigation, or non-routine inquiry by a federal, state, local, or foreign governmental or self-regulatory body; (2) civil lawsuit regarding federal, state, or foreign securities law, campaign finance, ethics (e.g., gifts to public officials), or other law related to the registration or regulation of Placement Agents.

Yes       No

If “yes,” attach a brief description of the Action(s).

**Section 4: Disclosures of Connections**

**Section 4.1**

Are any Key Investment Manager Members or persons listed in Sections 2.1 and 2.3 also current or former Key Departmental Members or State Officials?

Yes       No

If “yes,” provide each person’s name and position (or former position) as a Key Departmental Member or State Official: \_\_\_\_\_

\_\_\_\_\_

**Section 4.2**

Are any former Key Investment Manager Members also current Key Departmental Members or State Officials?

Yes       No

If “yes,” provide each person’s name and position as a Key Departmental Member or State Official: \_\_\_\_\_

\_\_\_\_\_

**Section 4.3**

Will any Key Departmental Members or State Officials or a member of their Immediate Family receive any financial benefit from the investment of the NC Funds in the Investment Transaction?

Yes       No

If “yes,” provide each person’s name and position as a Key Departmental Member or State Official: \_\_\_\_\_

\_\_\_\_\_



North Carolina Department of State Treasurer  
Appendix 1 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Investment Managers

**Section 4.4**

Did any current or former Key Departmental Member or State Official recommend to the Investment Manager – or, to the Investment Manger’s knowledge, recommend to another Key Departmental Member – that the Investment Manager retain a Placement Agent for the Investment Transaction, even if no Placement Agent was ultimately used?

Yes       No

If “yes,” provide each person’s name and position (or former position) as a Key Departmental Member or State Official: \_\_\_\_\_

**Section 4.5**

Are any Key Investment Manager Members or persons listed in Sections 2.1 and 2.3 also members of the Immediate Family of any Key Departmental Members or State Officials?

Yes       No

If “yes,” provide a description of the relationship(s) below, including each person’s name and position as a Key Departmental Member or State Official or a Key Investment Manager Member or person listed in Sections 2.1 and 2.3:

**Section 4.6**

Do any Key Investment Manager Members or persons listed in Sections 2.1 and 2.3 have a current or prior business relationship or current social or personal relationship with any Key Departmental Members or State Officials? “Business relationship” does not include the management of the NC Funds’ investments for the Investment Manager or the prior Marketing of an Investment Transaction to the Treasurer or the Department.

Yes       No

If “yes,” provide a description of the relationship(s) below, including each person’s name and position as a Key Departmental Member or State Official or a Key Investment Manager Member or person listed in Sections 2.1 and 2.3.

**Section 5: Lobbying**

Are any Key Investment Manager Members or persons or business entities listed in Sections 2.1-2.3 subject to registration as a lobbyist in the State of North Carolina?

Yes       No

North Carolina Department of State Treasurer  
Appendix 1 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Investment Managers

If “yes,” list each person’s name and position as a Key Investment Manager Member or person listed in Sections 2.1 and 2.3: \_\_\_\_\_

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**Section 6: Political Contributions**

Section 6.1

Have any Key Investment Manager Members or people or business entities listed in Sections 2.1-2.3 made any Political Contributions to, or for the benefit of, the current Treasurer within two years of when the Treasurer took office?

Yes       No

If “yes,” list each person’s name and position as a Key Investment Manager Member or person or business entity listed in Sections 2.1-2.3: \_\_\_\_\_

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Section 6.2

The Investment Manager represents that none of the Key Investment Manager Members or people or business entities listed in Sections 2.1-2.3 have made any Political Contribution(s), including without limitation any Political Contribution(s) disclosed in Section 6.1, (1) in violation of applicable North Carolina or federal law; or (2) that would make it unlawful under 17 C.F.R. § 275.206(4)–5 for any Investment Manager Member to receive Compensation for services provided to the Treasurer, the Department, or the NC Funds.

**Section 7: Ethics**

Section 7.1

Have any Key Investment Manager Members or business entities listed in Sections 2.1-2.3 ever given a gift of any value to a Key Departmental Member or made a charitable donation at the request of a Key Departmental Member?

Yes    No

If “yes,” for each transaction attach the following information: (1) whether the transaction was a gift or donation; (2) the amount of the gift/donation; (3) the organization that received the donation (if applicable); (4) the name and position of the giver/donor; and (5) the name and position of the recipient of the gift or requestor of the donation.

Section 7.2

Have any Key Investment Manager Members or business entities listed in Sections 2.1-2.3 paid an investment consulting firm or investment data firm for the Investment Manager or an Affiliate (1) to receive a recommendation to a potential investor; or (2) to be included in the firm’s database of investment managers or funds?

Yes       No

If “yes,” attach a brief description, including the name(s) of the firm(s) and the date(s) of the payment(s).

North Carolina Department of State Treasurer  
Appendix 1 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Investment Managers

The person signing below certifies that such person has the authority to provide the responses in this Disclosure Form on behalf of the Investment Manager, such person has used best efforts to obtain the information requested by this Disclosure Form, and to such person's knowledge, the responses in this Disclosure Letter are accurate and complete.

On behalf of the Investment Manager named above:

Signature: \_\_\_\_\_

Print name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

North Carolina Department of State Treasurer  
Appendix 2 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Placement Agents (People)

**Each** person and **each** business entity that meets the definition of a “Placement Agent” in Investment Transaction Disclosure Policy (the “Policy”) must submit a completed Disclosure Form for Placement Agents.

\*\*\*

THIS DISCLOSURE FORM IS FOR USE BY A PLACEMENT AGENT WHO IS A **PERSON**. FOR A PLACEMENT AGENT THAT IS A BUSINESS ENTITY, PLEASE USE THE DISCLOSURE FORM FOR PLACEMENT AGENTS (BUSINESS ENTITIES).

This Disclosure Form is submitted by the Placement Agent named below pursuant to and in accordance with the Investment Transaction Disclosure Policy (the “Policy”) adopted by the Treasurer of the State of North Carolina.

**Please review the Policy carefully before completing this Disclosure Form. Capitalized terms not otherwise defined in this Disclosure Form have the same meanings as in the Policy.**

**Section 1: Investment Manager, and Investment Transaction**

Name of Investment Manager: \_\_\_\_\_

Name of fund or separate account: \_\_\_\_\_

Reason for submitting this Disclosure Form (check one):

- A new or amended and restated Investment Agreement
- An amendment to an Investment Agreement
- An update to a prior Disclosure Form

To the Placement Agent’s knowledge, has the Investment Manager or an Affiliate managed an investment by the NC Funds or the North Carolina Supplemental Retirement Plans (NC 401(k) and NC 457 Plans) within the past two years (including currently managing)?

- Yes       No

If “yes,” provide the name of the fund(s) or separate account(s):

\_\_\_\_\_

**Section 2: Placement Agent**

**Section 2.1**

Name of Placement Agent: \_\_\_\_\_

Title: \_\_\_\_\_

Employer: \_\_\_\_\_

**Section 2.2**

North Carolina Department of State Treasurer  
Appendix 2 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Placement Agents (People)

What is the relationship of the Placement Agent to the Investment Manager (check one)?

- Employee of Investment Manager
- Employee of Investment Manager's Affiliate
- Employee of firm or vendor retained by the Investment Manager:
- Other

If "other," describe the relationship below, including the entity that retained the Employer and the retaining entity's relationship to the Investment Manager.

**Section 2.3**

Is the Placement Agent entitled to Compensation (check all that apply):

1. Based on whether the Treasurer invests NC Funds in the Investment Transaction?  
 Yes       No
2. Based on the total investments committed by all investors to the Investment Transaction?  
 Yes       No
3. Paid by the limited partnership, account, or other investment vehicle for the Investment Transaction?  
 Yes       No
4. As a fee for services (e.g., flat fee, hourly fee) to Market the Investment Transaction to the Treasurer, the Department, or State Officials?  
 Yes       No

If you answered "yes" to any of the above, provide a brief description below of the terms of the Compensation, including how it is calculated and the timing of payment.

**Section 3: Representations and Actions**

**Section 3.1**

The Placement Agent represents that it:

North Carolina Department of State Treasurer  
Appendix 2 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Placement Agents (People)

1. Is registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association;
2. Is in the habitual, systematized business of Marketing investment opportunities to potential investors; and
3. Has not and will not share any of the Compensation disclosed in Section 2.3 with any person or business, except as disclosed in the box below.

**Section 3.2**

Has the Placement Agent been the subject of an Action within the past 10 years, or is an Action pending against such person or business entity? For this question, “Action” means an actual or threatened (or settlement in lieu thereof) (1) civil lawsuit, criminal prosecution, regulatory action, investigation, or non-routine inquiry by a federal, state, local, or foreign governmental or self-regulatory body; (2) civil lawsuit regarding federal, state, or foreign securities law, campaign finance, ethics (e.g., gifts to public officials), or other law related to the registration or regulation of Placement Agents.

Yes       No

If “yes,” attach a brief description of the Action(s).

**Section 4: Disclosures of Connections**

**Section 4.1**

Is the Placement Agent a current or former Key Departmental Member or State Official?

Yes       No

If “yes,” provide the position (or former position) as a Key Departmental Member or State Official: \_\_\_\_\_

\_\_\_\_\_

**Section 4.2**

To the Placement Agent’s best knowledge, will any Key Departmental Members or State Officials or a member of their Immediate Family receive any financial benefit from the investment of the NC Funds in the Investment Transaction?

Yes       No

If “yes,” provide each person’s name and position as a Key Departmental Member or State Official: \_\_\_\_\_

\_\_\_\_\_

**Section 4.3**

North Carolina Department of State Treasurer  
Appendix 2 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Placement Agents (People)

To the Placement Agent’s best knowledge, did any current or former Key Departmental Member or State Official recommend to the Investment Manager – or, to the Placement Agent’s knowledge, recommend to another Key Departmental Member – that the Investment Manager retain a Placement Agent for the Investment Transaction?

Yes       No

If “yes,” provide each person’s name and position (or former position) as a Key Departmental Member or State Official: \_\_\_\_\_

\_\_\_\_\_

**Section 4.4**

Is the Placement Agent, or to the Placement Agent’s best knowledge, Key Investment Manager Members, also members of the Immediate Family of any Key Departmental Members or State Officials?

Yes       No

If “yes,” provide a description of the relationship(s) below, including each person’s name and position as a Key Departmental Member or State Official or a Key Investment Manager Member:

**Section 4.6**

Does the Placement Agent have a current or prior business relationship or current social or personal relationship with any Key Departmental Members or State Officials? “Business relationship” does not include the management of the NC Funds’ investments for the Investment Manager or the prior Marketing of an Investment Transaction to the Treasurer or the Department.

Yes       No

If “yes,” provide a description of the relationship(s) below, including each person’s name and position as a Key Departmental Member or State Official.

**Section 5: Lobbying**

Is the Placement Agent subject to registration as a lobbyist in the State of North Carolina?

Yes       No

**Section 6: Political Contributions**

North Carolina Department of State Treasurer  
Appendix 2 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Placement Agents (People)

**Section 6.1**

Has the Placement Agent made any Political Contributions to, or for the benefit of, the current Treasurer within two years of when the Treasurer took office?

Yes       No

**Section 6.2**

The Placement Agent represents that it has not made any Political Contribution(s), including without limitation any Political Contribution(s) disclosed in Section 6.1, (1) in violation of applicable North Carolina or federal law; or (2) that would make it unlawful under 17 C.F.R. § 275.206(4)–5 for any Investment Manager Member to receive Compensation for services provided to the Treasurer, the Department, or the NC Funds.

**Section 7: Ethics**

**Section 7.1**

Has the Placement Agent ever given a gift of any value to a Key Departmental Member or made a charitable donation at the request of a Key Departmental Member?

Yes       No

If “yes,” for each transaction attach the following information: (1) whether the transaction was a gift or donation; (2) the amount of the gift/donation; (3) the organization that received the donation (if applicable); and (4) the name and position of the recipient of the gift or requestor of the donation.

**Section 7.2**

Has the Placement Agent paid an investment consulting firm or investment data firm for the Investment Manager or its Affiliate (1) to receive a recommendation to a potential investor; or (2) to be included in the firm’s database of investment managers or funds?

Yes       No

If “yes,” attach a brief description, including the name(s) of the firm(s) and the date(s) of the payment(s).

The person signing below certifies that the responses in this Disclosure Letter are accurate and complete.

On behalf of the Placement Agent named above:

Signature: \_\_\_\_\_

Print name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_



North Carolina Department of State Treasurer  
Appendix 3 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Placement Agents (Business Entities)

**Each** person and **each** business entity that meets the definition of a “Placement Agent” in Investment Transaction Disclosure Policy (the “Policy”) must submit a completed Disclosure Form for Placement Agents.

\*\*\*

THIS DISCLOSURE FORM IS FOR USE BY A PLACEMENT AGENT WHO IS A **BUSINESS ENTITY**. FOR A PLACEMENT AGENT WHO IS A PERSON, PLEASE USE THE DISCLOSURE FORM FOR PLACEMENT AGENTS (PEOPLE).

This Disclosure Form is submitted by the Placement Agent named below pursuant to and in accordance with the Investment Transaction Disclosure Policy (the “Policy”) adopted by the Treasurer of the State of North Carolina.

**Please review the Policy carefully before completing this Disclosure Form. Capitalized terms not otherwise defined in this Disclosure Form have the same meanings as in the Policy.**

**Section 1: Investment Manager and Investment Transaction**

Name of Investment Manager: \_\_\_\_\_

Name of fund or separate account: \_\_\_\_\_

Reason for submitting this Disclosure Form (check one):

- A new or amended and restated Investment Agreement
- An amendment to an Investment Agreement
- An update to a prior Disclosure Form

To the Placement Agent’s knowledge, has the Investment Manager or an Affiliate managed an investment by the NC Funds or the North Carolina Supplemental Retirement Plans (NC 401(k) and NC 457 Plans) within the past two years (including currently managing)?

- Yes       No

If “yes,” provide the name of the fund(s) or separate account(s):

\_\_\_\_\_

**Section 2: Placement Agent**

**Section 2.1**

Name of Placement Agent: \_\_\_\_\_

Provide the names and titles of the Placement Agent’s officers, directors, partners, and principals (if any): \_\_\_\_\_

\_\_\_\_\_

North Carolina Department of State Treasurer  
Appendix 3 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Placement Agents (Business Entities)

Provide the names and titles of the Placement Agent's personnel who Marketed the Investment Transaction to the Treasurer, the Department, or State Officials (if any):

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The Placement Agent and the people (if any) included in the response to Section 2.1 are referred to as "**Key Placement Agent Members**" in this Disclosure Form.

Section 2.2

What is the relationship of the Placement Agent to the Investment Manager (check one)?

- Investment Manager's Affiliate
- Firm or vendor retained by the Investment Manager:
- Other

If "other," describe the relationship below, including the entity that retained the Employer and the retaining entity's relationship to the Investment Manager.

Section 2.3

Is the Placement Agent entitled to Compensation (check all that apply):

1. Based on whether the Treasurer invests NC Funds in the Investment Transaction?  
 Yes       No
2. Based on the total investments committed by all investors to the Investment Transaction?  
 Yes       No
3. Paid by the limited partnership, account, or other investment vehicle for the Investment Transaction?  
 Yes       No
4. As a fee for services (e.g., flat fee, hourly fee) to Market the Investment Transaction to the Treasurer, the Department, or State Officials?  
 Yes       No

If you answered "yes" to any of the above, provide a brief description below of the terms of the Compensation, including how it is calculated and the timing of payment.

North Carolina Department of State Treasurer  
Appendix 3 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Placement Agents (Business Entities)

**Section 3: Representations and Actions**

**Section 3.1**

The Placement Agent represents that it:

1. Is registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association;
2. Is in the habitual, systematized business of Marketing investment opportunities to potential investors; and
3. Has not and will not share any of the Compensation disclosed in Section 2.3 with any person or business, except as disclosed in the box below.

**Section 3.2**

Has any Key Placement Agent Member(s) been the subject of an Action within the past 10 years, or is an Action pending against such person or business entity? For this question, “Action” means an actual or threatened (or settlement in lieu thereof) (1) civil lawsuit, criminal prosecution, regulatory action, investigation, or non-routine inquiry by a federal, state, local, or foreign governmental or self-regulatory body; (2) civil lawsuit regarding federal, state, or foreign securities law, campaign finance, ethics (e.g., gifts to public officials), or other law related to the registration or regulation of Placement Agents.

Yes       No

If “yes,” attach a brief description of the Action(s).

**Section 4: Disclosures of Connections**

**Section 4.1**

Is any Key Placement Agent Member a current or former Key Departmental Member or State Official?

Yes       No

If “yes,” provide the position (or former position) as a Key Departmental Member or State Official: \_\_\_\_\_

North Carolina Department of State Treasurer  
Appendix 3 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Placement Agents (Business Entities)

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Section 4.2

To the Placement Agent’s best knowledge, will any Key Departmental Members or State Officials or a member of their Immediate Family receive any financial benefit from the investment of the NC Funds in the Investment Transaction?

Yes       No

If “yes,” provide each person’s name and position as a Key Departmental Member or State Official: \_\_\_\_\_

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Section 4.3

To the Placement Agent’s best knowledge, did any current or former Key Departmental Member or State Official recommend to the Investment Manager – or, to the Placement Agent’s knowledge, recommend to another Key Departmental Member – that the Investment Manager retain a Placement Agent for the Investment Transaction?

Yes       No

If “yes,” provide each person’s name and position (or former position) as a Key Departmental Member or State Official: \_\_\_\_\_

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Section 4.4

Is any Key Placement Agent Member, or to the Placement Agent’s best knowledge Key Investment Manager Members, also a member of the Immediate Family of any Key Departmental Members or State Officials?

Yes       No

If “yes,” provide a description of the relationship(s) below, including each person’s name and position as a Key Placement Agent Member, a Key Departmental Member or State Official, or a Key Investment Manager Member:

Section 4.6

Does any Key Placement Agent Member have a current or prior business relationship or current social or personal relationship with any Key Departmental Members or State Officials? “Business relationship” does not include the management of the NC Funds’ investments for the Investment Manager or the prior Marketing of an Investment Transaction to the Treasurer or the Department.

Yes       No

If “yes,” provide a description of the relationship(s) below, including each person’s name and position as a Key Placement Agent Member or a Key Departmental Member or State Official.

North Carolina Department of State Treasurer  
Appendix 3 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Placement Agents (Business Entities)

**Section 5: Lobbying**

Is any Key Placement Agent Member subject to registration as a lobbyist in the State of North Carolina?

Yes       No

If “yes,” list each person’s name and position as a Key Placement Agent Member:

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**Section 6: Political Contributions**

**Section 6.1**

Has any Key Placement Agent Member made any Political Contributions to, or for the benefit of, the current Treasurer within two years of when the Treasurer took office?

Yes       No

If “yes,” list each person’s name and position as a Key Placement Agent Member:

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**Section 6.2**

The Placement Agent represents that no Key Placement Agent Member has made any Political Contribution(s), including without limitation any Political Contribution(s) disclosed in Section 6.1, (1) in violation of applicable North Carolina or federal law; or (2) that would make it unlawful under 17 C.F.R. § 275.206(4)–5 for any Investment Manager Member to receive Compensation for services provided to the Treasurer, the Department, or the NC Funds.

**Section 7: Ethics**

**Section 7.1**

Has any Key Placement Agent Member ever given a gift of any value to a Key Departmental Member or made a charitable donation at the request of a Key Departmental Member?

Yes       No

If “yes,” for each transaction attach the following information: (1) whether the transaction was a gift or donation; (2) the amount of the gift/donation; (3) the organization that received the donation (if applicable); (4) the name and position of the giver/donor; and (5) the name and position of the recipient of the gift or requestor of the donation.

**Section 7.2**

North Carolina Department of State Treasurer  
Appendix 3 to Investment Transaction Disclosure Policy (Rev. 08/14/2023)  
Disclosure Form for Placement Agents (Business Entities)

Has any Key Placement Agent Member paid an investment consulting firm or investment data firm for the Investment Manager or its Affiliate (1) to receive a recommendation to a potential investor; or (2) to be included in the firm's database of investment managers or funds?

Yes       No

If "yes," attach a brief description, including the name(s) of the firm(s) and the date(s) of the payment(s).

The person signing below certifies that such person has the authority to provide the responses in this Disclosure Form on behalf of the Placement Agent, such person has used best efforts to obtain the information requested by this Disclosure Form, and to such person's knowledge, the responses in this Disclosure Letter are accurate and complete.

On behalf of the Placement Agent named above:

Signature: \_\_\_\_\_

Print name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_