

## ATTACHMENT A

### Form of Placement Agent and Political Contribution Disclosure Letter

Treasurer of the State of North Carolina  
325 North Salisbury Street  
Raleigh, North Carolina 27603

Re: Disclosure Letter pursuant to Placement Agent and Political Contribution Policy

Ladies and Gentlemen:

Under Section III(A) of the Placement Agent and Political Contribution Policy originally adopted by the North Carolina Department of State Treasurer on October 19, 2009 and revised on March 14, 2011 (the "Policy"), prior to entering into an engagement to engage, hire, invest with or commit to invest, or otherwise do business with the Treasurer of the State of North Carolina (the "Treasurer") or at such time as provided in Section II of the Policy, an Investment Manager (as such term is defined in Section VII(B) of the Placement Agent Policy) must make certain disclosures to the Treasurer regarding its use of Placement Agents and Political Contributions (as such terms are defined in Section VII(B) of the Policy). Pursuant to and in accordance with such Policy, the undersigned Investment Manager hereby makes the following disclosures. Capitalized terms not otherwise defined in this Disclosure Letter have the same meanings as specified in the Policy.

1. Use of Placement Agent (please check the appropriate box):

The Investment Manager (or any officer, partner, principal or affiliate thereof) has elected to use the services of a Placement Agent to assist the Investment Manager in obtaining investments from or doing business with any of the NC Funds. (Note that this box should be checked whether the compensation provided to the Placement Agent is a flat fee, contingent fee, or any other form of compensation or benefit (tangible or intangible).) **If this box is checked, please provide the disclosures as prompted in paragraphs 2 through 8.**

Neither the Investment Manager nor any officer, partner, principal or affiliate thereof has elected to use the services of a Placement Agent to assist the Investment Manager in obtaining investments from or doing business with any of the NC Funds. **If this box is checked, no further disclosures are necessary.**

2. Placement Agent Information:

(a) The name of the Placement Agent is: Brookfield Private Advisors LLC

- (b) Attached is a resume for each officer, partner, and/or principal of the Placement Agent, detailing the person's education, work experience and professional designations.
- (c) Listed below are any and all officers, partners and/or principals of the Placement Agent that are current or former North Carolina Department of State Treasurer employees, Investment Advisory Committee members, or consultants or members of the immediate family of any such person *(attach additional pages as necessary)*:


- 3. Placement Agent Compensation: Described below is any and all compensation of any kind provided or agreed to be provided to a Placement Agent including the nature, timing and value of such compensation. *(Note that compensation to a Placement Agent is deemed to include compensation to third parties as well as employees of the Investment Manager who are retained in order to solicit, or who are paid based in whole or in part upon, an investment from or business with any of the NC Funds (attach additional pages as necessary))*:

Brookfield Private Advisors LLC ("BPAL") is a 100% indirectly owned subsidiary of Brookfield Asset Management Inc. ("BAM" and together with its affiliates "Brookfield"), and is a broker-dealer registered with the Securities and Exchange Commission ("SEC") and the Financial Industry Regulatory Authority ("FINRA") member. BAM's Client Relationship Managers are Registered Representatives of BPAL and are able to market BAM's private funds globally, by virtue of their status as Registered Representatives.

There is not a direct correlation between the amount of capital raised in relation to any particular investor and the amount of compensation provided to BPAL. In other words, BPAL will not receive a set dollar amount or percentage of an investor's commitment to a specific Brookfield fund. An affiliate agreement governs the compensation arrangements among BAM, BPAL and their employees/Registered Representatives.

Brookfield retains flexibility to hire third-party placement agents but (1) this was not done in connection with the Treasurer's investment and (2) in respect to any other investment, 100% of the cost of such arrangement is borne by Brookfield.

4. Terms of Agreement with Placement Agent: Described below are the terms of the agreement or arrangement (oral or written) creating an obligation to pay a fee to or for the benefit of any Placement Agent the Investment Manager has elected to use in connection with obtaining investments or doing business with the Treasurer. *(Please note that in the case of any oral agreement, the full extent of such agreement should be written and summarized, succinctly describing the terms of such agreement or arrangement with the Placement Agent, including details of the nature, timing, and value of the compensation or benefit provided (attach additional pages as necessary))*

Please refer to the response provided for Question 3 |

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5. Actions and Investigations Involving Placement Agent *(please check the appropriate box)*:

The Placement Agent (or any officer, partner, principal or affiliate thereof) has been the subject of an action, or investigation by a federal, state, or local government agency or regulatory body in the last ten (10) years and/or anticipates being the subject of such actions or investigations in the future. If this box is checked, the following describes any such action(s) or investigation(s) *(attach additional pages as necessary)*:

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Neither the Placement Agent nor any officer, partner, principal or affiliate thereof has been the subject of any actions, or investigations by any federal, state, or local government agencies or regulatory bodies in the last ten (10) years or anticipates being the subject of any such actions or investigations in the future.

6. Relationships between Placement Agent and Department of State Treasurer *(please check the appropriate box)*:

The Placement Agent (or any officer, partner, principal or affiliate thereof) has had a prior personal or professional relationship with a current or former Department of State Treasurer employee, Investment Advisory Committee member, and/or consultant or a member of the immediate family of such person

who suggested the retention of the Placement Agent. If this box is checked, the following lists the name(s) of such individual(s) *(attach additional pages as necessary)*:


The Placement Agent (or any officer, partner, principal or affiliate thereof) has not had any prior personal or professional relationship with any current or former Department of State Treasurer employee, Investment Advisory Committee member, or consultant or a member of the immediate family of such person who suggested the retention of the Placement Agent.

7. Registration of Placement Agent and Licensing of Placement Agent Representatives. The Investment Manager hereby confirms that (i) the Placement Agent is registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association, (ii) the individual officers, partners, principals, employees, or other representatives of the Placement Agent hold all required securities licenses, (iii) no placement fee has been shared with any person or entity not so registered and (iv) the Placement Agent is in the habitual systematized business of acting as a Placement Agent.

- (a) The Placement Agent's registration details are as follows:

Brookfield Private Advisors LLC received registration as a broker-dealer with the United States Securities and Exchange Commission and membership with the Financial Industry Regulatory Authority as of March 31, 2010.

- (b) For each individual officer, partner, principal, employee and other representative of the Placement Agent, the registrations, number of years of employment by the Placement Agent and the number of years of experience directly related to such business are as follows *(attach additional pages as necessary)*:

Please see attached

8. Lobbying Information of Placement Agent *(please check the appropriate box)*:

The Placement Agent (and/or any officer, partner, principal or affiliate thereof) is registered as a lobbyist with a state government. If this box is checked, the following are the names and positions of such persons and the registrations held *(attach additional pages as necessary)*:

Christopher Harris is a Registered Representative of Brookfield Private Advisors LLC and is registered as lobbyist with the state of California.

Neither the Placement Agent nor any officer, partner, principal or affiliate thereof is registered as a lobbyist with any state government.

9. Political Contributions.


The Investment Manager hereby confirms that none of the Investment Manager, the Placement Agent nor their respective officers, partners, principals or affiliates has made, coordinated or solicited any Political Contribution to the Treasurer or any incumbent, nominee, candidate or successful candidate for such elective office (i) in violation of any published policy approved by the Treasurer or applicable state or federal law or (ii) that would make it unlawful for the Investment Manager to provide services to the Treasurer, the NCRS and/or the NC Funds either directly or indirectly through an investment vehicle affiliated with the Investment Manager.

*[Signature Page Follows]*

By signing below, the Investment Manager hereby (i) represents and warrants that the information found in this Disclosure Letter is true, correct, and complete in all material respects, and (ii) agrees that it shall provide the Treasurer with a written update of any material changes to any of the information in this Disclosure Letter within fourteen (14) days from the date the Investment Manager knew or should have known of the change of information.

Sincerely,

Brookfield Asset Management Private  
Institutional Capital Adviser (Canada), L.P.

By:   
Name: A.J. Silber  
Title: Authorized Signatory  
Date: August 2, 2013

***[Disclosure Letter should be signed by an  
authorized representative of the Investment  
Manager]***

Brookfield Private Advisors LLC  
 Response to Question 7(b)

Name	Years Employed by BPAL	Years in Industry
BARNES, ALYSON JEAN	1.5	12
BEAR, ALAN GOLDIN	1.5	14
BERLIN, GRANT LAWRENCE	1.5	18
DONNELLY, THOMAS J	1.5	16
FITZSIMMONS, ELIZABETH CHASE	1	2
HARRIS, CHRISTOPHER MICHAEL	3	23
JAMO, ROBERT CHARLES	2	26
LAST, TRISTAN ALEXANDRA	1	1
LEVI, ELISSA	2	9
LOVELL, TODD MICHAEL	1	12
LUBIANSKI, JOHN RENE	3	12
MIIN, DANIEL CHUN-JUNG	3	6
O'GRADY, BRIAN CHRISTOPHER	2	18
OLIVE, ALICE AMANDA	1	7
OYER, STEVEN MICHAEL	.5	25
PENTOGENIS, MEROPE	1	15
PRASSAS, RAZAN ZAHRAWI	1	7
REILLY, KATHLEEN ELIZABETH	1	3
ROCKMAN, WENDY LYNN	.25	11
ROY, MADELEINE	1	3
SACHS, ADAM ROSS	1	7
SAINTLOUIS, CATHY	2	9
SHETH, URMI	1	5
SHUM, JOSEPHINE KITYI	3	7
SMITH, DANA	3	20
STUPAY, MICHAEL ELLIOT	3	16
TORYKIAN, RICHARD PAUL	2	20
TUXEN, NICHOLAS JEFFREY	.25	2
VAN ETEN, TARA MARIE	1	16
WHITE, ROBERT EDWARD	3	20
WILSON, CHRISTOPHER	3	17
YU, LILY YUAN	.25	6

## MEMORANDUM

**TO:** File  
**FROM:** Blake Thomas, Assistant General Counsel  
**RE:** Enclosed placement agent disclosure form  
**DATE:** November 13, 2013

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The enclosed Placement Agent Policy disclosure form was provided by an affiliate of the investment manager Brookfield in connection with a November 2013 proposed add-on investment to be made by the Treasurer in Brookfield Infrastructure Fund II (the “Brookfield Fund”). The Treasurer made its initial investment in the Brookfield Fund in September 2013.

The November 2013 add-on investment will take the form of an assignment to the Treasurer of an additional Brookfield Fund equity share currently held by a Brookfield affiliate, BIF Funding Corporation. In connection with the add-on investment, We asked Brookfield to provide an additional Placement Agent Policy disclosure form covering the Treasurer’s Brookfield Fund investment as a whole.



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Not Applicable

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Please refer to the response provided for Question 3

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*[Signature Page Follows]*

By signing below, the Investment Manager hereby (i) represents and warrants that the information found in this Disclosure Letter is true, correct, and complete in all material respects, and (ii) agrees that it shall provide the Treasurer with a written update of any material changes to any of the information in this Disclosure Letter within fourteen (14) days from the date the Investment Manager knew or should have known of the change of information.

Sincerely,

\_\_\_\_\_  
Brookfield Asset Management Private  
Institutional Capital Adviser (Canada), L.P.

By:

  
\_\_\_\_\_  
Name: A. J. Silber  
Title: Director of the General Partner  
Date: November 13, 2013

***[Disclosure Letter should be signed by an  
authorized representative of the Investment  
Manager]***

Response to Question 7(b)

Name	Years Employed by BPAL	Years in Industry
BARNES, ALYSON JEAN	2	12
BEAR, ALAN GOLDIN	2	14
BERLIN, GRANT LAWRENCE	2	18
DONNELLY, THOMAS J	2	16
FITZSIMMONS, ELIZABETH CHASE	1.5	2
HARRIS, CHRISTOPHER MICHAEL	3.5	23
JAMO, ROBERT CHARLES	2.5	26
LAST, TRISTAN ALEXANDRA	1.5	1
LEVI, ELISSA	2.5	9
LOVELL, TODD MICHAEL	1.5	12
LUBIANSKI, JOHN RENE	3.5	12
MIIN, DANIEL CHUN-JUNG	3.5	6
O'GRADY, BRIAN CHRISTOPHER	2.5	18
OLIVE, ALICE AMANDA	1.5	7
OYER, STEVEN MICHAEL	1	25
PENTOGENIS, MEROPE	1.5	15
PRASSAS, RAZAN ZAHRAWI	1.5	7
REILLY, KATHLEEN ELIZABETH	1.5	3
ROCKMAN, WENDY LYNN	.75	11
ROY, MADELEINE	1.5	3
SACHS, ADAM ROSS	1.5	7
SAINTLOUIS, CATHY	2.5	9
SHETH, URMI	1.5	5
SHUM, JOSEPHINE KITTY	3.5	7
SMITH, DANA	3.5	20
STUPAY, MICHAEL ELLIOT	3.5	16
TORYKIAN, RICHARD PAUL	2.5	20
TUXEN, NICHOLAS JEFFREY	.75	2
VAN ETTEN, TARA MARIE	1.5	16
WHITE, ROBERT EDWARD	3.5	20
WILSON, CHRISTOPHER	3.5	17
YU, LILY YUAN	.75	6