**Exhibit 2**

**IPOPIF Private Equity RFP Questionnaire**

# Organization

1. Provide a brief history of your firm, including but not limited to the following:
   1. Year of organization
   2. Address of the firm’s headquarters and list of firm’s offices
   3. Key organizational events
   4. Specify any lines of business other than investment management and provide the approximate percentage of firm revenues that each comprises.
2. Describe the ownership structure of the firm, including affiliations, subsidiaries, joint ventures and employee ownership, please include a list of individuals or entities with at least 5% ownership and the total number of active employee owners and their aggregate level of ownership.
3. Describe any ownership structure changes in the past five years or any impending or planned changes (i.e. succession planning) if applicable.
4. Please provide key growth initiatives of the firm over the next five years.
5. Please provide an explanation of any policies/procedures/mechanisms designed to align your interests with those of your clients, including but not limited to ownership structure, compensation of employees, hurt money, etc.
6. Please identify and describe all your products and services offered within the overall private market asset classes (private equity, private credit, private real estate and private infrastructure) and include all SMA/FOO and other potential non-commingled structures.
7. Is the firm an Emerging-, MWDBE-, SDVOSB-, or VOSB-owned firm as defined in the RFP? If so, please describe and provide supporting information including relevant certifications.
8. Please describe the firm’s philosophy around diversity and inclusion, including but not limited to your ability to reach a diverse employee base, talent pipeline, vendors and other service providers, community outreach, etc.

# Professional Staff

1. Please provide full description of the organizational structure of the team(s) that is responsible for the proposed strategy, including but not limited to: portfolio management, research, strategic allocation, and operations. Please identify the geographical locations of the team(s) and descriptions of their roles.
2. Please provide biographies for key personnel on the strategy and highlight additional lead portfolio management roles that each individual may have on both commingled products and SMA/FOO accounts.
3. Please complete the following table listing all turnover within the team(s) listed in response to question 9 above over the last five years.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name** | **Title/Role** | **Month/Year Joined** | **Month/Year Departed** | **Reason** |
| ***Hires*** |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
| ***Departures*** |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

1. Please describe succession plans for senior personnel and firm leadership.
2. Please describe your succession and continuity plans for the management of the proposed strategy if any of the key investment professionals are internally redeployed or cease to be with the firm altogether.
3. Please describe the client service organization, including the people who will service IPOPIF, how client servicing/communication responsibilities are divided between investment professionals and client service personnel and how often portfolio managers meet with clients to review the portfolio.
4. Are any of the investment activities or administrative services associated with the proposed strategy fully or partially outsourced to third-party service providers? If so, please list each firm and describe their respective roles. Are any of these firms considered affiliates of your firm?

# Investment Strategy and Process

1. Please describe the genesis of your private equity business.
2. What investment and non-investment resources does your firm have? How many of those investment resources are dedicated to private equity?
3. Please describe your firm’s expertise in secondaries/private equity. What specializations does your firm have? Do your best to articulate any sub asset class expertise and list specific product areas where your firm is currently adding resources.
4. Discuss the investment process in detail from sourcing through execution and monitoring.
5. Which members of the investment team are involved in each aspect of the investment process?
6. Describe your process and tools used to develop and monitor an appropriate pacing strategy in a discretionary SMA/Fund of One capacity.
7. What characteristics does your firm believe are most important when designing and constructing private equity portfolios? What is your competitive advantage for those characteristics?
8. What technology systems are utilized throughout the investment process? How have these systems changed over time? Do you believe you have a competitive advantage as it relates to the tools/technology that you utilize throughout your investment process?
9. Please provide a composite of your secondaries/private equity track record that includes all investments that were executed by your firm? Please include commingled funds and all SMA/FOOs that are closely aligned with those funds and provide a description of the composites and constituents (i.e., number of accounts, size of accounts, types of clients, etc.)
10. Discuss the performance achieved in your secondary investments from a qualitative perspective. What goals and objectives have they provided in existing customized accounts and discuss whether those expectations have been met or not?
11. If your performance listed in the above question includes a fund/composite that has underperformed your expectations, please provide the reasons for that underperformance?
12. Discuss the consistency of performance across all your composites. What lessons have you learned from the best and worst investments in your composites?
13. Discuss your targeted Gross and Net IRRs for Secondary Funds, Middle Market Buyout Funds, Large Buyout Funds and any other sub-asset class that might be part of your proposed offering.
14. Discuss your targeted Gross and Net Multiple of Invested Capital (MOIC) for Secondary funds, Middle Market Buyout Funds, Large Buyout Funds and for any other sub-asset class that might be part of your proposed offering.
15. Please describe risk control processes and systems.
16. How much has the firm committed to secondaries/private equity funds on a discretionary basis in each of the last five years.
17. Please detail capital deployed using the table below for the past 7 years, where applicable.

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **2018** | **2019** | **2020** | **2021** | **2022** | **2023** | **2024** | **2025** |
| Total Firm | Number of Accounts |  |  |  |  |  |  |  |  |
| Firm AUM ($M) |  |  |  |  |  |  |  |  |
| Funds | Deployed Capital |  |  |  |  |  |  |  |  |
| Funds AUM ($M) |  |  |  |  |  |  |  |  |
| SMA or  FOO | Deployed Capital |  |  |  |  |  |  |  |  |
| SMA/FOO AUM ($M) |  |  |  |  |  |  |  |  |

# Proposed Solution

1. Please expand your description of the proposed model portfolio (from the RFI) including more detailed discussions for expectations for return and risk.
2. Please discuss how your proposed model portfolio best captures the outcomes necessary to stay within the scope of the IPOPIF private equity strategy allocation:



1. Please discuss how your proposed model portfolio would incorporate prudent diversification to commonly discussed risks such as vintage year concentration, industry concentrations, regulatory risks, etc.
2. Discuss your expectations for annual capital drawdowns and distributions for your recommended model portfolio. Do you believe that it is important to quantify expectations for when DPI (Distributions to Paid In Capital) is expected to reach 1.0X?
3. Please describe the structure and role of your operations team in support of the proposed strategy.
4. If your discretionary recommendation is to utilize primary funds and direct co-investments at a higher percentage of assets than secondaries, please discuss why you believe that to be a more prudent way to allocate capital.
5. Please discuss your desired product structure in detail and discuss the competitive advantages of that structure.
6. Please discuss your firm’s views on open ended and evergreen structures vs closed end. Detail pros/cons of open vs closed end structures and after reading through the Scope of Services for this search please highlight your firm’s choice on which structure to pursue.
7. Please discuss and quantify how your proposed structure would be subject to UBTI (Unrelated Business Taxable Income) or UBT (Unincorporated Business Tax specific to a city, country or state).
8. Please describe the level and frequency of reporting that will be provided to IPOPIF (e.g., account statements, total portfolio and sub-strategy performance detail, underlying partnership performance comparison with peers in an appropriate universe, total portfolio exposures by strategy, geography, vintage year, detail on management fees and carried interest at the total portfolio and underlying partnership level, etc.)
9. Please discuss your model portfolio details within the following categories:
   1. Recycling of capital
   2. Use of leverage
   3. Investment restrictions
   4. Expected number of total underlying investments in the fund
   5. Expected average hold time for each investment (number of years)
   6. Expected loss ratio
   7. Would there be any risk mitigating strategies within the portfolio
   8. Allocation to sub asset strategies (Small/Middle Market Buyout, Large Buyout, Venture/Growth Equity, Other)
   9. Investment types (primary fund, secondary fund, co-investment, LP led secondary transaction, GP led secondary transaction)
   10. Expected size of the underlying fund investments:
       1. Less than $2 Bil.
       2. Between $2 and $5 Bil.
       3. Over $5 Bil.
   11. Expected geographic allocation (North America, Europe, APAC)
   12. Expected industry allocation (Software, Other Technology, Healthcare, Industrials, Consumer, Financials, Transportation, Other)

# Performance Reporting

1. Provide examples of quarterly reporting.
2. What is the target/typical report preparation time following a quarter end?
3. Discuss the benchmarking data that will be used. If your recommended benchmark includes a peer group universe, please discuss the choices and your top choice.

# Fee Proposal

1. Please detail the proposed fee structure as Exhibit 3.

# Illinois Sustainable Investing Act

1. Describe any process your firm utilizes to prudently integrate any of the following sustainability factors, set forth in the Illinois Sustainable Investing Act, 30 ILCS 238/1, *et seq*., into your investment decision-making, investment analysis, portfolio construction, due diligence, and investment ownership in order to maximize anticipated risk-adjusted financial returns, identify projected risk, and execute your fiduciary duties:
   1. Corporate governance and leadership factors, such as the independence of boards and auditors, the expertise and competence of corporate boards and executives, systemic risk management practices, executive compensation structures, transparency and reporting, leadership diversity, regulatory and legal compliance, shareholder rights, and ethical conduct.
   2. Environmental factors that may have an adverse or positive financial impact on investment performance, such as greenhouse gas emissions, air quality, energy management, water and wastewater management, waste and hazardous materials management, and ecological impacts.
   3. Social capital factors that impact relationships with key outside parties, such as customers, local communities, the public, and the government, which may impact investment performance. Social capital factors include human rights, customer welfare, customer privacy, data security, access and affordability, selling practices, product labeling, community reinvestment, and community relations.
   4. Human capital factors that recognize that the workforce is an important asset to delivering long-term value, including factors such as labor practices, responsible contractor and responsible bidder policies, employee health and safety, employee engagement, diversity and inclusion, and incentives and compensation.
   5. Business model and innovation factors that reflect an ability to plan and forecast opportunities and risks, and whether a company can create long-term shareholder value, including factors such as supply chain management, materials sourcing and efficiency, business model resilience, product design and life cycle management, and physical impacts of climate change.

# Compliance

1. When was the Candidate's last audit by the SEC, DOL, or any other regulatory agency? Please include the month and year.
2. Please explain all findings on the firm's most recent SEC audit, including minor deficiencies. Please attach a copy of the SEC Review findings and firm responses.
3. What are the Candidate's Errors & Omissions (E&O) Insurance, fidelity bond, and Cyber Liability Insurance policy limits in millions?
4. Does the Candidate have a compliance officer? Is compliance the primary role of the person? To whom does the compliance officer report?
5. Please summarize compliance systems and processes.
6. Please provide your firm’s employee ethics policy, code of conduct, policy regarding conflicts of interest and/or any similar policies and supply a description of policy monitoring and enforcement procedures. Describe the process (e.g. conflict of interest committee, etc.) your firm utilizes to actively monitor for and disclose potential conflicts of interest. If your firm serves as both an investment consultant and an investment manager to the same clients, describe your process for managing that conflict of interest.
7. Disclose any actual or potential conflicts of interest that may arise from the firm’s engagement by IPOPIF, including the activities of any affiliated companies.
8. Disclose formal or informal business relationships with investment managers or other service providers.
9. Has the Candidate, any of its affiliates, or any member of its senior management team:
   1. Been the subject of a lawsuit, regulatory investigation, or other proceeding within the last ten years? If yes, please provide complete details and relevant factors. If still open and active, please include any anticipated disposition information.
   2. Been charged with or convicted of a crime, including but not limited to fraud, by the Securities and Exchange Commission, or any other criminal or regulatory agency?
10. Ever filed for any form of bankruptcy protection or expect to file for any form of bankruptcy protection during the next 12 months? Please provide details for any such filings.
11. Been involved in any labor action or labor dispute within the last ten years? If yes, please provide details and relevant factors. If still open and active, please include any anticipated disposition information.

# Cybersecurity

1. Describe the Candidate’s security environment. Specifically, cover the physical, digital security, and policy measure safeguards in place to control access to portfolio reporting systems and client account information and to secure email, web communications, and mobile devices such as phones, tablets, and laptops. Is your database encrypted? Describe your procedures for data destruction.
2. Do the Candidate’s information technology systems meet or exceed industry best practices related to cyber-security, including but not limited to the U.S. Department of Labor’s Cybersecurity Program Best Practices and the requirements of the State of Illinois Cybersecurity Strategy and the NIST Cybersecurity Framework? If not, explain the details of how your firm is not compliant.
3. Has the Candidate had its security assessed by a third party? If so, when was this last completed and what was the result? If not, will you agree to conduct annual audits?
4. Has the Candidate ever experienced a data security breach? If so, describe the incident and the corrective actions.
5. Describe the Candidate’s disaster recovery and business continuity plans, including back-up capabilities, data backup encryptions, and ability to work from an offsite location.
6. Provide the most recent date and the numbers of times the Candidate has practiced and tested disaster recovery procedures in the past five (5) years, and the results of those exercises.

# Supplemental Information

1. ADV Parts 1, 2A and 2B, if applicable
2. Firm’s most recent SOC 1 or SOC 2 audit report
3. Disaster Recovery Policy and Business Resumption Plan
4. Code of Ethics
5. Valuation Policies
6. Proof of E&O, fidelity bond, and cyber liability Insurance Coverage

# References

1. Please provide the following information for three referenceable current public pension fund clients and one former client.
   1. Name of institution
   2. Name, title, phone # and e-mail address for contact person
   3. Retainer or Contract Client

# Additional Information

1. Candidates may provide additional information to support their proposal if warranted. Additional information is not required.