



City of Austin Employees' Retirement System

CONFLICT OF INTEREST QUESTIONNAIRE

September 2019

Instructions:

- The disclosures requested in this document are to cover the period from September 1, 2018 to September 15, 2019. Please refer to COAERS Board Approved Policy C-3 Code of Ethics and Chapter 176 of the Texas Local Government Code as the governing policy/statute.
- Please complete this questionnaire in electronic form by answering the following questions in as **much detail as you can directly in this document**. **Please limit references to attachments** for information and clearly reference the filename for attachments in the applicable answer.
- Send the completed document via e-mail to ty.sorrel@coaers.org along with a copy to david.stafford@coaers.org and david.veal@coaers.org. If you have any questions; please do not hesitate to call Ty Sorrel at +1 (512) 458-2551 x102.
- We welcome and encourage your feedback on this document. We seek to continually improve our processes, so if there are best practices that you have encountered elsewhere but do not see here please do let us know.

SUMMARY

Firm Name:	Northern Trust Investments, Inc.
Name of Fund/Strategy:	1) Collective Aggregate Bond Index Fund-Non-Lending, 2) SciBeta US Multi-Beta Multi-Strategy Equal Weight Index, 3) SciBeta United States High-Factor-Intensity Multi-Beta Multi-Strategy Six-Factor EW Index, 4) SciBeta DM ex-US Multi-Beta Multi-Strategy Four-Factor EW Index, 5) Collective Developed International Small Cap Fund - Non Lending

Manager Contact Details	
Firm:	Northern Trust Investments, Inc.
Contact:	Ashley Alson
Tel:	214-740-5844
Fax:	214-740-5831
Email:	AH253@ntrs.com
Address:	50 S. LaSalle Street
City:	Chicago
State:	IL
Zip:	60603
Country:	USA

A. COAERS RELATIONSHIPS (see Exhibit A)

- Does any person or entity listed on Exhibit A (i) have any interest in the Manager or (ii) have any interest in a COAERS investment in the applicable fund/strategy, (iii) in any affiliate of the Manager or (iv) become entitled to any fees, commissions, payments, dividends, distributions, equity or equity-linked interests, or any other benefit as a result of a COAERS investment in a fund or a contract to manage a COAERS separate account managed by the firm? If so, please explain.

To the best of our actual knowledge, no such interest exists

- To the best of your knowledge, does the Manager or any of its affiliates, or any principal or employee having authority to act on behalf of Manager or any of its affiliates, have a personal or private relationship (including a commercial, investment, or business relationship) with a person or entity listed on Exhibit A, or with an entity or affiliate that employs a person on Exhibit A? Does any principal or employee having authority to act on behalf of the Manager or any of its affiliates, have any of the foregoing relationships with a family member of a person listed on Exhibit A, including a spouse, child, niece, nephew, brother, sister, or parent? If yes, please explain.

To the best of our actual knowledge, no.

- Please complete the Conflict of Interest Questionnaire attached as Exhibit B. The form and instructions for filling it out can also be found here: <https://www.ethics.state.tx.us/data/forms/conflict/CIQ.pdf>. The list of local government officers is set forth in Exhibit A below.

Exhibit A - COAERS Persons
As of September 15, 2019

Board of Trustees			
Michael Benson	Eyna Canales-Zarate	Stephanie Beach	Amy Hunter
Yuejiao Liu	Frank Merriman	Chris Noak	Leslie Pool
Anthony B. Ross, Sr.	J. Randall Spencer	Ed Van Eenoo	

Executive and Investment Staff			
Donna Boykin	Chris Hanson	Russell Nash	David Veal
David Stafford	Ty Sorrel	Kelly Doggett	

Investment Consultants and Advisors	
Firm or Individual's Name	Function
RVK, Inc. (Spencer Hunter, Ian Bray, Janelle Booth)	Investment consultant to Board of Trustees
Gabriel Roeder Smith & Company (Lewis Ward)	Actuarial consultant to Board of Trustees

Legal Counsel	
Firm or Individual's Name	Function
Knight & Partners (Paige Saenz)	Legal counsel to Board of Trustees
DLA Piper LLP (David Parrish)	Investment counsel to Board of Trustees
Jackson Walker LLP (Scott Cheskiewicz)	Investment counsel to Board of Trustees

CONFLICT OF INTEREST QUESTIONNAIRE

FORM CIQ

For vendor doing business with local governmental entity

This questionnaire reflects changes made to the law by H.B. 23, 84th Leg., Regular Session.

This questionnaire is being filed in accordance with Chapter 176, Local Government Code, by a vendor who has a business relationship as defined by Section 176.001(1-a) with a local governmental entity and the vendor meets requirements under Section 176.006(a).

By law this questionnaire must be filed with the records administrator of the local governmental entity not later than the 7th business day after the date the vendor becomes aware of facts that require the statement to be filed. See Section 176.006(a-1), Local Government Code.

A vendor commits an offense if the vendor knowingly violates Section 176.006, Local Government Code. An offense under this section is a misdemeanor.

OFFICE USE ONLY

Date Received

1 Name of vendor who has a business relationship with local governmental entity.

2 ☐ **Check this box if you are filing an update to a previously filed questionnaire.** (The law requires that you file an updated completed questionnaire with the appropriate filing authority not later than the 7th business day after the date on which you became aware that the originally filed questionnaire was incomplete or inaccurate.)

3 Name of local government officer about whom the information is being disclosed.

Name of Officer

4 Describe each employment or other business relationship with the local government officer, or a family member of the officer, as described by Section 176.003(a)(2)(A). Also describe any family relationship with the local government officer. Complete subparts A and B for each employment or business relationship described. Attach additional pages to this Form CIQ as necessary.

A. Is the local government officer or a family member of the officer receiving or likely to receive taxable income, other than investment income, from the vendor?

☐ Yes ☐ No

B. Is the vendor receiving or likely to receive taxable income, other than investment income, from or at the direction of the local government officer or a family member of the officer AND the taxable income is not received from the local governmental entity?

☐ Yes ☐ No

5 Describe each employment or business relationship that the vendor named in Section 1 maintains with a corporation or other business entity with respect to which the local government officer serves as an officer or director, or holds an ownership interest of one percent or more.

6 ☐ Check this box if the vendor has given the local government officer or a family member of the officer one or more gifts as described in Section 176.003(a)(2)(B), excluding gifts described in Section 176.003(a-1).

7

Signature of vendor doing business with the governmental entity

Date

CONFLICT OF INTEREST QUESTIONNAIRE

For vendor doing business with local governmental entity

A complete copy of Chapter 176 of the Local Government Code may be found at <http://www.statutes.legis.state.tx.us/Docs/LG/htm/LG.176.htm>. For easy reference, below are some of the sections cited on this form.

Local Government Code § 176.001(1-a): "Business relationship" means a connection between two or more parties based on commercial activity of one of the parties. The term does not include a connection based on:

- (A) a transaction that is subject to rate or fee regulation by a federal, state, or local governmental entity or an agency of a federal, state, or local governmental entity;
- (B) a transaction conducted at a price and subject to terms available to the public; or
- (C) a purchase or lease of goods or services from a person that is chartered by a state or federal agency and that is subject to regular examination by, and reporting to, that agency.

Local Government Code § 176.003(a)(2)(A) and (B):

- (a) A local government officer shall file a conflicts disclosure statement with respect to a vendor if:

- (2) the vendor:

(A) has an employment or other business relationship with the local government officer or a family member of the officer that results in the officer or family member receiving taxable income, other than investment income, that exceeds \$2,500 during the 12-month period preceding the date that the officer becomes aware that

(i) a contract between the local governmental entity and vendor has been executed;
or

(ii) the local governmental entity is considering entering into a contract with the vendor;

(B) has given to the local government officer or a family member of the officer one or more gifts that have an aggregate value of more than \$100 in the 12-month period preceding the date the officer becomes aware that:

- (i) a contract between the local governmental entity and vendor has been executed; or
- (ii) the local governmental entity is considering entering into a contract with the vendor.

Local Government Code § 176.006(a) and (a-1)

- (a) A vendor shall file a completed conflict of interest questionnaire if the vendor has a business relationship with a local governmental entity and:

(1) has an employment or other business relationship with a local government officer of that local governmental entity, or a family member of the officer, described by Section 176.003(a)(2)(A);

(2) has given a local government officer of that local governmental entity, or a family member of the officer, one or more gifts with the aggregate value specified by Section 176.003(a)(2)(B), excluding any gift described by Section 176.003(a-1); or

(3) has a family relationship with a local government officer of that local governmental entity.

- (a-1) The completed conflict of interest questionnaire must be filed with the appropriate records administrator not later than the seventh business day after the later of:

- (1) the date that the vendor:

(A) begins discussions or negotiations to enter into a contract with the local governmental entity; or

(B) submits to the local governmental entity an application, response to a request for proposals or bids, correspondence, or another writing related to a potential contract with the local governmental entity; or

- (2) the date the vendor becomes aware:

(A) of an employment or other business relationship with a local government officer, or a family member of the officer, described by Subsection (a);

(B) that the vendor has given one or more gifts described by Subsection (a); or

(C) of a family relationship with a local government officer.