Kentucky Retirement Systems
Manager and Placement Agent Statement of Disclosure Policy
Approved August 16, 2012

I. Purpose

This Policy sets forth the disclosure requirements which must be satisfied prior to any Kentucky Retirement Systems ("KRS") investment. This policy requires disclosure of conflicts of interest, political contributions, and whether or not a placement agent is involved with any new KRS investment among other things. KRS shall require the disclosure of detailed information regarding any Manager or Placement Agent used, their services, and payments and fees in connection with all KRS investments. This Policy is intended to apply broadly to all of the types of investment advisors with whom KRS conducts or potentially conducts business with including general partners, managers, investment managers and sponsors of hedge funds, funds of funds, private equity funds, real estate funds, infrastructure funds, as well as investment managers retained pursuant to a contract.
The goal of this Policy is to bring transparency to our investment management relationships and placement agent activity in connection with KRS' investments and to help ensure that KRS' investment decisions are made based solely on the merits of the investment opportunity and in a manner consistent with the responsibilities of the Board of Trustees and individuals who owe a fiduciary duty to KRS.

II. Objectives

The objectives of this Kentucky Retirement Systems' policy are:

1. To ensure that KRS' investment decisions are consistent with KRS' overall Investment Policy Statements;
2. To supplement the due diligence and information available to KRS Board Members, Staff, and Consultants when evaluating an investment opportunity;
3. To prevent impropriety and/or the appearance of improprieties and to disclose conflicts of interest, and/or the appearances of conflicts of interest;
4. Provide transparency and confidence in KRS investment decision-making and process; and
5. Establish procedures to comply with state and federal law.

III. Application

This Policy applies to all agreements with Managers that are entered into after the date this Policy is adopted. This Policy also applies to existing agreements with Managers if, after the date this Policy is adopted, the term of the agreement is extended, there is any increased commitment of funds by KRS pursuant to the existing agreement or there is a material amendment to the substantive terms of an existing agreement, including the fees or compensation payable to the Manager.

IV Definitions

KRS Vehicle
A partnership, limited liability company, account or other investment vehicle in which KRS is the investor.

Consultant
Consultant refers to individuals or firms, and includes Key Personnel of Consultant firms, who are contractually retained or have been contracted by KRS to provide investment advice to KRS but who do not exercise investment discretion.

Manager
An asset management firm that is seeking to be, or has been, retained by KRS or by a KRS Vehicle to manage a portfolio of assets (including securities and or contracts, etc) for a fee. The Manager usually has full discretion to manage KRS assets, consistent with investment management guidelines provided by KRS and fiduciary responsibility.

Executive Agency Lobbyist (EAL)
Any person engaged to influence executive agency decisions or to conduct executive agency lobbying activity as one (1) of his main purposes on a substantial basis.
(b) "Executive agency lobbyist" does not include an elected or appointed officer or employee of a federal or state agency, state college, state university, or political subdivision who attempts to influence or affect executive agency decisions in his fiduciary capacity as a representative of his agency, college, university, or political subdivision.

Executive Agency Lobbying Activity
Any contacts made to promote, oppose, or otherwise influence the outcome of an executive agency decision by direct communication with an elected executive official, the secretary of any cabinet listed in KRS 12.250, any executive agency official, or a member of the staff of any one of the officials listed in this paragraph.

Placement Agent

Placement Agents exist because, with the exception of the largest firms (i.e., private equity and hedge fund general partnerships), many of these investment managers are not equipped to raise their investment funds independently. They require services such as crafting presentations, drafting, proofing and distributing private placement memorandums, sorting the potential universe of limited partners and determining how to access those limited partners, arranging meetings with the limited partners, handling follow-up meetings, assisting in the due diligence process including managing on-site due diligence meetings, and the closing process.

A Placement Agent is any 3rd party person or entity hired, engaged or retained by or acting on behalf of an Manager or on behalf of another Placement Agent as a finder, solicitor, marketer, consultant, broker or other intermediary to raise money or investments from or to obtain access to KRS, directly or indirectly, including without limitation through a KRS Vehicle. A placement agent is by definition an executive agency lobbyist as defined in KRS 11A.201 (8)(a).

For clarity, persons employed directly by an organization (in a traditional employer/employee relationship) seeking to do business with KRS, is not considered a Placement Agent for purposes of this policy.

Real Party-In-Interest
The person or organization on whose behalf the executive agency lobbyist is acting, if that person is not the employer. For example, if the ABC Corporation engages XYZ Consulting Company which, in turn, hires John Smith to influence decisions or conduct executive agency lobbying on behalf of ABC Corporation: (a) John Smith is the EAL; (b) XYZ Consulting Company is the employer; and (c) ABC Corporation is the "real party in interest".

V. Responsibilities:

A. Manager's Responsibilities

Prior to KRS investing with any manager, KRS Staff shall obtain a signed Manager and Placement Agent Disclosure Questionnaire from the investment manager.This form includes a statement as to whether or not the investment manager has used a placement agent in connection with the proposed KRS investment opportunity. It also includes conflict of interest disclosures and political contribution disclosures among other required information including but not limited to:

- The name of the placement agent
- The fee paid or payable to the placement agent
- Representation that the fee is the sole obligation of the investment manager and not that of KRS or the limited partnership
- Current or former Kentucky Officials (federal, state, and local government), KRS Board of Trustees members, KRS employees, or consultants to KRS that are receiving any fees or compensation from the Manager and/or placement agent
- The names of any current or former Kentucky elected or appointed government officials (federal, state, and local government) KRS Board of Trustees members, employees, or consultants of KRS, or any other person, if any, who suggested the retention of the placement agent
- Evidence of the regulatory agencies, if any, in any Federal, state or foreign jurisdiction the placement agent or any of its affiliates are registered with, such as the Securities and Exchange Commission ("SEC"), FINRA, or any similar regulatory agency
- A resume for each officer, partner or principal of the Placement Agent detailing the person's education, professional designations, regulatory licenses and investment and work experience
- A description of the services to be performed by the Placement Agent
- A statement whether the Placement Agent, or any of its affiliates, is registered as a lobbyist with any and all Kentucky state and local (county) governments
- A statement by the Manager and/or placement agent representing and warranting the accuracy of the information provided to KRS regarding the Statement of Disclosure in any final written agreement with a continuing obligation to update any such information within 10 business days of any change in the information.

The manager shall notify the placement agent of his or her obligations under KRS Chapter 11A.

Compliance with the following procedures is the responsibility of the Manager, the Executive Agency Lobbyist and the Placement Agent. KRS Staff is not responsible for ensuring compliance with the following procedures as Staff is not a party to the process.

The following is a description of the process external persons should follow to comply with Kentucky's Executive Agency Lobbyist registration procedures:

1. Prior to contact with KRS personnel the Placement Agent, Employer, and, if applicable, Real Party in Interest, is required to file jointly, the Initial Registration Statement Form* with the Kentucky Executive Branch Ethics Commission (EBEC) and furnish a copy to KRS.

Questions as to the process or applicability should be addressed to:

Executive Branch Ethics Commission (502) 564-7954.

2. After Initial Registration, the Placement Agent, Employer, and, if applicable, Real Party in Interest, is required to abide by the EBEC *Requirements After Registration* by filing an Updated Registration Statement** annually (Due by July 31) with the EBEC and furnish a copy to KRS.

3. If the Placement Agent, Employer, and, if applicable, Real Party in Interest, wishes to terminate their lobbying effort they must notify the EBEC within 30 days after the termination of engagement by filling out the Termination Notification Form *** attaching it to the executive agency lobbyists final Updated Registration Statement form** and furnishing a copy to KRS.

* Initial Registration Statement Form is available at:
http://ethics.ky.gov/lobbying/Pages/Registration.aspx

** Updated Registration Statement Forms are available at:
http://ethics.ky.gov/lobbying/Pages/RequirementsAfterRegistration.aspx

*** Termination Notification Form is Available at:
http://ethics.ky.gov/lobbying/Pages/howToTerminate.aspx

In the event a Placement Agent is expected to receive remuneration for a KRS investment, KRS Staff will notify the Investment Committee in the memorandum discussing the recommended/approved investment. If a manager breaches this Policy, Staff will notify the Investment Committee as soon as practicable.

B. KRS Staff Responsibilities

KRS Staff are responsible for:

- Providing the public with disclosure by posting a copy of this Policy on KRS' website
- Implementing this Policy on behalf of KRS with each Division Director responsible for their specific asset class
- Providing regular disclosure updates to the KRS Investment Committee and the Board of Trustees.

All parties responsible for implementing, monitoring and complying with this Policy shall consider the spirit as well as the literal expression of the Policy.

VI. Conflict of Interest

All persons and entities contracting with KRS shall certify that:

- they are legally capable of entering into a binding contract and authorized to do so;
- that they are not nor shall be in violation of any Kentucky law, statute or regulation pertaining to a conflict of interest including, but not limited to, KRS 121.056; and
- that they are not nor shall be in violation of any provision of KRS Chapter 11A or any regulation promulgated thereunder, or any law or regulation pertaining to the Kentucky Registry of Election Finance and the reporting requirements thereof.

All persons and entities seeking to or actually contracting with KRS shall disclose all relationships and potential conflicts of interest with any KRS Staff, Committee or Board Member. Any disclosed conflicts of interest will be discussed at the Investment Committee as to the severity of the conflict and the appropriate resolution. Options the Investment Committee might recommend include but are not limited to: no action required; conflicted party abstention; and refusal to invest. Subsequent discovery of any undisclosed conflict may be considered a breach of contract and may result in immediate termination of any agreements without penalty or fee to KRS.

Signatories

As Adopted By The Investment Committee

Date: August 7, 2012

Signature: DLBauer

Dr. Daniel Bauer

As Adopted By The Board of Trustees

Date: August 16, 2012

Signature: Thomas K. Elliott

Mr. Thomas K. Elliott