

ILLINOIS MUNICIPAL RETIREMENT FUND
MEETING NO. 12-09-I

MEETING OF THE
INVESTMENT COMMITTEE

The Investment Committee met in the IMRF offices in Oak Brook, Illinois, on Thursday, September 27, 2012. Mr. Nannini, Vice Chairman of the Investment Committee, called the meeting to order at 3:05 P.M.

(12-09-01)(Roll Call) Mr. Sambol called the roll:

Present: Piechocinski, Copper, Nannini, Stafford, Henry, Thompson
Absent: Stulir, Stafford

Also in attendance were: Ms. Becker-Wold and Mr. Ball of Callan Associates; Mr. Kosiba, IMRF Executive Director; Ms. Shah, IMRF Chief Investment Officer; Mr. Sambol, IMRF Investment Manager; and IMRF Investment Analysts.

(12-09-02)(Public Comments) There were no public comments.

(12-09-03)(Action Items)

- A. Approve Investment Committee Meeting Minutes from June 21, 2012 Meeting The Chief Investment Officer asked for the approval of the minutes of the June 21, 2012 Investment Committee Meeting.

It was moved by Ms. Henry; and seconded by Mr. Piechocinski; that the minutes of the June 21, 2012 meeting of the Investment Committee be approved.

Vote:

Aye: Piechocinski, Copper, Nannini, Henry, Thompson
Nay: None
Absent: Stulir, Stafford

(12-09-04)(Staff Presentations)

- A. Staff Presentation – Private Equity MFPDOB Search Book The Chief Investment Officer presented an overview of the MFPDOB Private Equity Manager Search. The objective of this search was to target MFPDOB investment managers as part of the continuing strategy of making direct private equity fund commitments that are best fit for the IMRF portfolio, and that eliminate the double layer of fees on the direct commitment portion of these investments.

Seven firms responded to the IMRF RFP. After all responses were evaluated, Staff interviewed five qualified candidates. Following these interviews, one manager was selected for an on-site due diligence visit. This firm, ICV Partners Fund III, L.P., was then selected to present to the Investment Committee.

- B. Staff Presentation – ICV Fund III The Chief Investment Officer presented an overview of ICV Partners Fund III, L.P. This included an organization review of ICV Partners and a presentation of Fund III's investment strategy.
- C. Staff Presentation – ABRY Senior Equity IV The Chief Investment Officer presented a review of ABRY Senior Equity Fund IV, L.P. This included an organization overview of ABRY Partners and a presentation of Fund IV's investment strategy.

After these presentations, Staff recommended:

- commitment of up to \$20 million in ICV Partners Fund III, L.P., and up to an additional \$5 million in a co-investment vehicle, subject to satisfactory legal diligence;
- commitment of up to \$25 million in ABRY Senior Equity Fund IV, L.P., subject to satisfactory legal diligence; and,
- authorization of Staff to complete all documentation necessary to execute these recommendations.

(12-09-05)(Investment Manager Presentations)

- A. ABRY Senior Equity IV Presentation Ms. Koenig and Mr. Hunt of ABRY Partners presented a review of their firm's organization structure, investment strategy, prior funds' track record, and performance history. They also discussed the investment strategy, fees, and performance objectives attributable to ABRY Senior Equity Fund IV, L.P.

- B. ICV Partners L.P. Fund III Presentation Mr. Woods and Ms. Rao of ICV Partners presented a review of their firm's organization structure, investment strategy, prior funds' track record, and performance history. They also discussed the investment strategy, fees, and performance objectives attributable to ICV Partners Fund III, L.P.

(12-09-06)(Action Items)

- A. Approve allocation to ICV Partners Fund III (and)
- B. Approve allocation to ABRY Senior Equity IV After these presentations, it was moved by Ms. Henry; and seconded by Ms. Thompson; to recommended that the Board:
- approve a commitment of up to \$20 million in ICV Partners Fund III, L.P., and up to an additional \$5 million in a co-investment vehicle, subject to satisfactory legal diligence;
 - approve a commitment of up to \$25 million in ABRY Senior Equity Fund IV, L.P., subject to satisfactory legal diligence; and,
 - authorize Staff to complete all documentation necessary to execute these recommendations.

Vote:

Aye: Piechocinski; Copper, Nannini, Henry, Thompson

Nay: None

Absent: Stulir, Stafford

(12-09-07)(New Business) There was no new business presented or discussed during the meeting.

- The next meeting of the Investment Committee is scheduled to be held on Thursday, October 25, 2012.

(12-09-08)(Trustee Comments) There were no trustee comments.

(12-09-09)(Adjourn) By unanimous consent, the meeting of the Investment Committee adjourned at 4:20 P.M.

Chairman

Date

Clerk

Date