

Shawn Curry
ChairpersonDaniel Hopkins
Vice-ChairpersonPaul Swanlund
SecretaryElizabeth Holleb
TreasurerLee Catavu
TrusteeMark Poulos
TrusteeMichael Inman
TrusteePhil Suess
TrusteeBrad Cole
Trustee**ILLINOIS POLICE OFFICERS' PENSION INVESTMENT FUND
BOARD OF TRUSTEES REGULAR MEETING MINUTES****FRIDAY, MARCH 26, 2021 AT 8:15 A.M.**

A regular meeting of the Board of Trustees of the Illinois Police Officers' Pension Investment Fund was held through the Zoom digital platform in accordance with Executive Order 2021-05 issued by Governor Pritzker and Public Act 101-0640. Members of the public were invited to participate remotely or in person pursuant to the meeting notice and agenda.

TRUSTEES PRESENT: Shawn Curry
Daniel Hopkins
Paul Swanlund
Elizabeth Holleb
Phil Suess
Brad Cole
Lee Catavu (*Joined at 10:14 a.m.*)
Mark Poulos
Michael Inman

TRUSTEES ABSENT: Elizabeth Holleb

OTHERS PRESENT: Richard White, Interim Executive Director
Rick Reimer, General Counsel, Reimer Dobrovolny & LaBardi, PC
Joe Burns, Fiduciary Counsel, Jacobs Burns Orlove & Hernandez, LLP
AJ Weber, CFO/Accountant, Lauterbach & Amen, LLP
Stephanie Masson, Accountant, Lauterbach & Amen, LLP
Allie Rysell, Plan Administrator, Foster & Foster, Inc.
Rich Robben and Andy Kiehl, AndCo Consulting (*Joined at 8:30 a.m.*)
Brady O'Connell and Bo Abesamis, Callan, LLC (*Joined at 9:00 a.m.*)
Tom McShane and Brian Birnbaum, Graystone Consulting (*Joined at 9:29 a.m.*)
Mike Piotrowski and Doug Oest, Marquette Associates (*Joined at 10:10 a.m.*)
Alli Stone and Ghiane Jones, Meketa Investment Group (*Joined at 10:55 a.m.*)
Kevin Leonard and Rick Ciccone, NEPC, LLC (*Joined at 11:30 a.m.*)
Scott Whalen and Mark Brubaker, Verus (*Joined at 12:00 p.m.*)
Members of the Public

CALL TO ORDER: Chairperson Curry called the meeting to order at 8:22 a.m.

ROLL CALL: As reflected above.

NEW BUSINESS: *Candidate Interviews – General Investment Consultant Services:* Executive Director White reviewed a memorandum dated March 26, 2021 regarding the “General Investment Consultant Interviews” with the Board. Interviews will be conducted with all seven firms that responded to the Request for Proposal (RFP) for General Investment Consultant Services. Executive White noted that each firm is scheduled for a 25-minute interview which includes a 10-minute

presentation to the Board and a 15-minute question and answer period with the Board of Trustees. The overview and role of the General Investment Consultant for the IPOPIF was briefly reviewed with the Board. Executive Director White noted that included in his memorandum is a detailed summary of each firm that includes a background of the firm, the firm size, the consultants that would be assigned to the Fund, information on the proposed project plan and operations support for the consolidation of assets, and the fee structure. All Trustees reviewed each responding firm's proposal along with their ten-minute presentation in advance of the meeting. The Board of Trustees conducted interviews with representatives with the first four of seven firms for General Investment Consultant Services.

AndCo Consulting: Mr. Kiehl and Mr. Robben reviewed their presentation with the Board of Trustees. Mr. Kiehl provided background information on the firm along with the AndCo Consulting team. Mr. Kiehl and Mr. Robben reviewed their proposed project plan and operations support for the IPOPIF. Mr. Kiehl and Mr. Robben answered all questions from the Board of Trustees.

Mr. Kiehl and Mr. Robben left the meeting at 8:59 a.m.

Callan, LLC: Mr. O'Connell and Mr. Abesamis reviewed their presentation with the Board of Trustees. Mr. O'Connell provided background information on the firm along with the Callan Team that will be working with the IPOPIF. Mr. Abesamis and Mr. O'Connell reviewed Callan's proposed project plan and operations support for the IPOPIF. Mr. O'Connell and Mr. Abesamis answered all questions from the Board of Trustees.

Mr. O'Connell and Mr. Abesamis left the meeting at 9:30 a.m.

Graystone Consulting: Mr. McShane and Mr. Birnbaum reviewed their presentation with the Board of Trustees. Mr. McShane provided background information on the firm along with the Graystone Consulting Team that will be working with the Fund. Mr. Birnbaum reviewed Graystone Consulting's proposed project plan and operations support. Mr. McShane and Mr. Birnbaum answered all questions from the Board of Trustees.

Mr. McShane and Mr. Birnbaum left the meeting at 9:55 a.m. The Board took a brief recess at 9:55 a.m. and resumed the meeting at 10:07 a.m.

Marquette Associates, Inc.: Mr. Piotrowski and Mr. Oest reviewed their presentation with the Board of Trustees. Mr. Piotrowski provided background information on the firm along with the Marquette Associates' Team that will be working with the Fund. Mr. Oest and Mr. Piotrowski reviewed Marquette Associates' proposed project plan and operations support for the IPOPIF. Mr. Piotrowski and Mr. Oest answered all questions from the Board of Trustees.

Mr. Piotrowski and Mr. Oest left the meeting at 10:41 a.m.

OLD BUSINESS: *Status Update – Board Workshop:* Executive Director White reviewed a memorandum dated March 26, 2021 regarding the "Board Workshop and Meeting Agenda Plan" with the Board. Executive Director White provided a status update regarding the April 9, 2021 Board Meeting/Workshop and reviewed the proposed agenda items and schedule with the Board. The April 9, 2021 Board Meeting/Workshop will be held at the Chicago Marriott Naperville and will also be livestreamed on the Zoom Digital Platform. All questions were answered by Executive Director White.

MEETING MINUTES: *Review/Approve – February 26, 2021 Board Meeting Minutes and Closed Session:* The Board reviewed the minutes from the February 26, 2021 Board meeting and closed session. Trustee Poulos noted that he was not at this meeting, so he will be abstaining from a vote on the motion. A motion was made by Trustee Catavu and seconded by Trustee Inman to approve the minutes from the February 26, 2021 Board meeting and closed session. Motion carried by roll call vote.

AYES: Trustees Curry, Hopkins, Swanlund, Catavu, Inman, Suess and Cole
NAYS: None
ABSENT: Trustee Holleb
ABSTAIN: Trustee Poulos

Review/Accept – January 22, 2021 Legislative Committee Meeting Minutes: The Board reviewed the approved meeting minutes from the January 22, 2021 Legislative Committee meeting. A motion was made by Trustee Poulos and seconded by Trustee Cole to accept the approved January 22, 2021 Legislative Committee meeting minutes. Motion carried by roll call vote.

AYES: Trustees Curry, Hopkins, Swanlund, Catavu, Poulos, Inman, Suess and Cole
NAYS: None
ABSENT: Trustee Holleb

Trustee Inman left the meeting at 10:44 a.m.

TREASURER'S REPORT: Treasurer Holleb prepared a memorandum dated March 15, 2021 regarding the "Treasurer's Report – IPOPIF Board Meeting March 26, 2021" for the Board's review. Due to Treasurer Holleb's planned absence, Executive Director White reviewed her memorandum with the Board of Trustees. He also noted that the Fund's outsourced Chief Financial Officer (CFO), Steve Earnhardt, is leaving Lauterbach & Amen, LLP at the end of the Month and AJ Weber will be taking his place as the outsourced CFO.

Monthly Financial Report – Review February 2021 Financial Statements: The February 28, 2021 Monthly Financial Report was reviewed with the Board as prepared by Lauterbach & Amen, LLP. The financial activities for the month of February were reviewed with the Board as well as the fiscal year of July 1st through December 31st, including a comparison against the approved budget. As of February 28, 2021, the fiduciary net position restricted is \$68,621.99. All questions were answered by CFO Weber. A motion was made by Trustee Poulos and seconded by Trustee Catavu to approve the Monthly Financial Report. Motion carried by roll call vote.

AYES: Trustees Curry, Hopkins, Swanlund, Catavu, Poulos, Suess and Cole
NAYS: None
ABSENT: Trustees Holleb and Inman

Review/Approve – Warrants #20 and #21, Summary of Payments: The Board reviewed Warrants #20 and #21 as prepared by Foster & Foster, Inc. The Board reviewed the Summary of Payments along with all corresponding invoices. The total amount due for the period February 27, 2021 – March 26, 2021 is \$56,989.12 and itemized as follows: Service provider invoices totaling \$52,524.29; Executive Director White's reimbursement request totaling \$110.59 for AT&T business cellphone fees; Transamerica Retirement Solutions deposits related to the Executive Director's agreement in the

amount of \$4,166.68; and Lake Forest Bank & Trust fees totaling \$187.56. A motion was made by Trustee Cole and seconded by Trustee Hopkins to approve Warrants #20 and #21. Motion carried by roll call vote.

AYES: Trustees Curry, Hopkins, Swanlund, Catavu, Poulos, Suess and Cole
NAYS: None
ABSENT: Trustees Holleb and Inman

Trustee Inman rejoined the meeting at 10:51 a.m.

Review/Approve – Budget Amendments: Adopt Resolution 2021-01 Amending the Budget for the 2021 Fiscal Year: Executive Director White reviewed the revised budget along with Resolution 2021-01 Amending the Budget for the 2021 Fiscal Year. He noted that the budget was amended to include an adjustment on election services, the addition of outsourced Human Resources Services, and an Investment Operations Specialist. The revised total for the FY2021 budget for expenses is \$1,067,106, which is reflected in Resolution 2021-01. All questions were answered by Executive Director White. A motion was made by Trustee Suess and seconded by Trustee Poulos to approve the budget amendments and to adopt Resolution 2021-01. Motion carried by roll call vote.

AYES: Trustees Curry, Hopkins, Swanlund, Catavu, Poulos, Inman, Suess and Cole
NAYS: None
ABSENT: Trustees Holleb

Approval of Vendors and Purchases (If Needed): No vendor or purchase approvals were requested at this time.

Review Loan Activity: Executive Director White reviewed the loan activity with the Board. As of February 28, 2021, the Fund has drawn down \$800,000 from the Illinois Finance Authority loan for operating purposes. He noted that a draw of \$200,000 settled in March 2021.

Other: There were no other items to report to the Board.

The Board took a brief recess at 10:56 a.m. and resumed at 11:03 a.m.

NEW BUSINESS (CONTINUED): *Candidate Interviews – General Investment Consultant Services (Continued):* The Board resumed firm interviews for General Investment Consultant Services. The last three of seven firms were interviewed by the Board of Trustees.

Meketa Investment Group, Inc.: Ms. Stone and Ms. Jones reviewed their presentation with the Board of Trustees. Ms. Stone provided background information on the firm along with the Meketa Team that will be working with the Fund. Ms. Jones and Ms. Stone reviewed Meketa's proposed project plan and operations support for the IPOPIF. Ms. Stone and Ms. Jones answered all questions from the Board of Trustees.

Ms. Stone and Ms. Jones left the meeting at 11:31 a.m.

NEPC, LLC: Mr. Leonard and Mr. Ciccone reviewed their presentation with the Board of Trustees. Mr. Leonard provided background information on the firm along with the NEPC Team that will be working with the Fund. Mr. Leonard and Mr. Ciccone reviewed NEPC's proposed project plan and

operations support for the IPOPIF. Mr. Leonard and Mr. Ciccone answered all questions from the Board of Trustees.

Mr. Leonard and Mr. Ciccone left the meeting at 12:07 p.m.

Verus: Mr. Whalen and Mr. Brubaker reviewed their presentation with the Board of Trustees. Mr. Whalen provided background information on the firm along with the Verus Team that will be working with the Fund. Mr. Whalen and Mr. Brubaker reviewed Verus' proposed project plan and operations support for the IPOPIF. Mr. Whalen and Mr. Brubaker answered all questions from the Board of Trustees.

Mr. Whalen and Mr. Brubaker left the meeting at 12:34 p.m.

The Board discussed the next steps for the selection process of a General Investment Consultant for the IPOPIF with Legal Counsel and Executive Director White. All Board of Trustees were instructed to provide their top three candidate firms to Executive Director White to narrow down the field of candidates from seven to three. Finalist interviews with the top three firms will be held at the April 9, 2021 Board meeting. Executive Director White will contact Trustee Holleb to request her top three candidates.

EXECUTIVE DIRECTOR'S REPORT: *Appointment of a Special Committee, in accordance with the Bylaws, Section 309 – Litigation Committee – Committee Members and Chairperson:* Executive Director White reviewed a memorandum dated March 26, 2021 regarding the action to “Establish a Litigation Committee” with the Board. A motion was made by Trustee Poulos and seconded by Trustee Inman to establish a Litigation Committee as a Special Committee in accordance with Section 309 of the IPOPIF Bylaws and to appoint Trustees Shawn Curry, Daniel Hopkins, Elizabeth Holleb, Paul Swanlund, Mark Poulos, Michael Inman, Phil Suess and Brad Cole to the Litigation Committee, with Chairperson Curry appointed as the Litigation Committee's Chairperson. Motion carried by roll call vote.

AYES: Trustees Curry, Hopkins, Swanlund, Catavu, Poulos, Inman, Suess and Cole
NAYS: None
ABSENT: Trustee Holleb

GENERAL COUNSEL'S REPORT: *Statements of Economic Interest:* Attorney Reimer reminded the Board that Trustees must complete their Statements of Economic Interest by the May 1, 2021 deadline.

CLOSED SESSION: *Discussion/Approval – Chief Investment Officer Employment Agreement:* Attorney Reimer informed the Trustees that the Board has the authority to enter closed session to discuss the employment agreement for the Chief Investment Officer (CIO). A motion was made by Trustee Swanlund and seconded by Trustee Suess to recess into closed session at 12:49 p.m. in accordance with the 5 ILCS 120/2(c)(1) exception of the Open Meetings Act to discuss the employment and compensation for specific employees specifically for the CIO. Motion carried by roll call vote.

AYES: Trustees Curry, Hopkins, Swanlund, Catavu, Poulos, Inman, Suess and Cole
NAYS: None
ABSENT: Trustee Holleb

A motion was made by Trustee Swanlund and seconded by Trustee Catavu to return to open session at 1:23 p.m. Motion carried by roll call vote.

AYES: Trustees Curry, Hopkins, Swanlund, Catavu, Poulos, Inman, Suess and Cole
NAYS: None
ABSENT: Trustee Holleb

Attorney Reimer stated that the Board met in closed session under the 5ILCS 120-2(c)(1) exception. The closed session was both video and audio recorded as required by law and no final action was taken. Attorney Reimer noted that the Board would like to make a motion based on the discussion that was held in closed session. A motion was made by Trustee Poulos and seconded by Trustee Inman to approve the employment agreement with the Chief Investment Officer and to direct the Interim Executive Director and General Legal Counsel to work with Chairperson Curry to execute the agreement. Motion carried by roll call vote.

AYES: Trustees Curry, Hopkins, Swanlund, Catavu, Poulos, Inman, Suess and Cole
NAYS: None
ABSENT: Trustee Holleb

PUBLIC COMMENT: There were no comments from the public.

ADJOURNMENT: With no further business to discuss, a motion was made by Trustee Inman and seconded by Trustee Hopkins to adjourn the meeting at 1:27 p.m. Motion carried by roll call vote.

AYES: Trustees Curry, Hopkins, Swanlund, Catavu, Poulos, Inman, Suess and Cole
NAYS: None
ABSENT: Trustee Holleb

Respectfully submitted by:



Allie Rysell, Plan Administrator
Foster & Foster, Inc.

Approved by:



Shawn Curry, Board Chairperson


Paul Swanlund, Board Secretary

Date Approved by the Board of Trustees: April 23, 2021

The next Board meeting of the Illinois Police Officers' Pension Investment Fund will be held on April 9, 2021 at 8:00 a.m. at the Chicago Marriott Naperville, 1801 North Naper Boulevard, Naperville, IL 60563 and livestreamed on the Zoom Digital Platform in accordance with Governor Pritzker's Executive Order in effect on the date and time of the meeting and Public Act 101-0640.