



**LABORERS' AND RETIREMENT BOARD EMPLOYEES'
ANNUITY AND BENEFIT FUND OF CHICAGO**

December 20, 2019

The Honorable J.B. Pritzker
Governor, State of Illinois
207 State House
Springfield, IL 62706

RE: Emerging Investment Managers Report (40 ILCS 5/1-109.1(8))

Dear Governor Pritzker:

In accordance with the Illinois Compiled Statutes, Chapter 40, Act 5, Article 1, Section 109.1(8), requiring Illinois Public Retirement Systems and Pension Funds to submit an annual report on emerging investment managers and diversity policies, the Laborers' and Retirement Board Employees' Annuity and Benefit Fund of Chicago (LABF) hereby submits its report.

Enclosed are the following policies adopted by the LABF's Board of Trustees in compliance with the Law:

- M/W/DBE / Emerging Investment Manager Utilization Policy;
- Policy Regarding Racial, Ethnic, and Gender Diversity for Fiduciaries, Consultants, and Senior Staff;
- Policy Regarding Businesses Owned by Minorities, Females, and Persons with Disabilities for Administrative Contracts and Service Agreements; and
- M/W/DBE Broker-Dealer Utilization Policy.

The LABF is continuously seeking to provide opportunities for emerging investment managers. Appendix A lists the names and addresses of the emerging investment managers employed by the LABF. As of December 31, 2018, these firms managed 22.4% of total LABF assets, comprised as follows:

By Ownership Classification

Minority: 15.3%

Woman: 7.1%

Disabled: 0.0%

By Asset Class

Equities: 14.5%

Fixed Income: 43.4%

Alternatives: 17.4%

Progress Investment Management manages LABF's Emerging Managers Program. As of December 31, 2018, ten (10) M/W/DBE firms manage assets of LABF under the program. They are as follows:


ARGA Investment Management, LP
Brown Capital Management, Inc.
CHANGE Global Investment
Denali Advisors, LLC
Fairpointe Capital, LLC
Frontier Global Partners
Lisanti Capital Growth, LLC
Ramirez Investment Management, Inc.
Solstein Capital, LLC
Strategic Global Advisors, LLC

The LABF has and will continue to act to increase the use of emerging investment managers within the bounds of fiduciary and financial prudence. The M/W/DBE / Emerging Investment Manager Utilization Policy is referenced whenever the LABF commences an investment manager search. The LABF strongly encourages emerging investment managers to meet with the LABF's investment consultant and to include their company's profile in the consultant's database for future investment manager searches.

Regarding minority broker-dealers, LABF continues to stress to its investment managers the importance of trading with minority broker-dealers. The enclosed M/W/DBE Broker-Dealer Utilization Policy, subject to best price and execution, encourages investment managers to utilize minority brokerage firms for a certain percentage of the trades executed on behalf of LABF and to submit a progress report to the LABF on a quarterly basis. If an investment manager fails to comply with the M/W/DBE Broker-Dealer Utilization Policy, the manager may be called before the LABF's Board of Trustees for questioning and be placed on "watch" status if compliance efforts are deemed insufficient.

If you have any questions, please contact me at (312) 236-2065.

Sincerely,



Michael Walsh, CFA
Executive Director and Chief Investment Officer

Enclosures.

cc: The Honorable Michael J. Madigan, Speaker of the House of Representatives
The Honorable John J. Cullerton, President of the Senate

Appendix A

EMERGING INVESTMENT MANAGERS

As of December 31, 2018

Brightwood Capital Advisors LLC

810 7th Ave, 26 FL
New York, NY 10019

Capri Capital Partners

875 N Michigan Ave, Ste 3430
Chicago, IL 60611

Core Capital Management

300 N LaSalle, Ste 2025
Chicago, IL 60654

Levine Leichtman Capital Partners

345 North Maple Drive, Ste 300
Beverly Hills, California 90210

LM Capital Group

750 B St, Ste 3010
San Diego, CA 92101

Long Wharf Capital LLC

One Federal Street, 26th Floor
Boston, MA 02110

Pluscios Management

1603 Orrington Ave, Ste 750
Evanston, IL 60201

Progress Investment Management

33 New Montgomery St, 19th Fl
San Francisco, CA 94105

POLICIES

M/W/DBE / EMERGING INVESTMENT MANAGER UTILIZATION POLICY

The Laborers' and Retirement Board Employees' Annuity and Benefit Fund of Chicago ("LABF") is committed to providing opportunities for minority owned business entities, women owned business entities, and business entities owned by a person with a disability as defined in the Business Enterprise for Minorities, Women, and Persons with Disabilities Act (30 ILCS 575/2).

Pursuant to Illinois Pension Code (40 ILCS 5/1-109.1(4)), the LABF Board of Trustees has adopted the following minimum goals for the utilization of Emerging Investment Managers.

Goals for the Utilization of Emerging Investment Managers:

By Ownership:

<u>Investment Manager Classification</u>	<u>As a Percentage of Total LABF Assets</u>
Minority Owned Business Entity	13% to 15%
Women Owned Business Entity	2% to 4%
Disabled Owned Business Entity	Best Efforts

By Asset Class:

<u>Asset Class</u>	<u>As a Percentage of Total Asset Class</u>
Equity	18% to 20%
Fixed Income	7% to 9%
Alternatives	11% to 16%

40 ILCS 5/1-109.1(4) defines "emerging investment manager" as a "qualified investment adviser that manages an investment portfolio of at least \$10,000,000 but less than \$10,000,000,000 and is a "minority-owned business", "women-owned business" or "business owned by a person with a disability" as those terms are defined in the Business Enterprise for Minorities, Women, and Persons with Disabilities Act."

Pursuant to Illinois Pension Code (40 ILCS 5/1-109.1(9)), beginning February 1, 2015, the LABF Board of Trustees has also adopted the following policy setting minimum goals for the utilization of Minority Investment Managers.

Goals for the Utilization of Minority Investment Managers by Classification:

<u>Investment Manager Classification</u>	<u>As a Percentage of Total LABF Assets</u>
Minority Owned Business Entity	15% to 23%
Women Owned Business Entity	2% to 5%
Disabled Owned Business Entity	Best Efforts

40 ILCS 5/1-109.1(9) defines "minority investment manager" as "a qualified investment manager that manages an investment portfolio and meets the definition of "minority-owned business", "women-owned business", or "business owned by a person with a disability", as those terms are defined in the Business Enterprise for Minorities, Women, and Persons with Disabilities Act."

These goals will be reviewed annually.

Pursuant to Illinois Pension Code (40 ILCS 5/1-109.1(10)), beginning January 1, 2016, it shall be the aspirational goal for LABF:

- to use emerging investment managers for not less than 20% of the total funds under management.
- that not less than 20% of investment advisers be minorities, women, and persons with disabilities.

Adopted November 17, 2009
Last amended March 19, 2019.

**Laborers' and Retirement Board Employees'
Annuity & Benefit Fund of Chicago**

**Policy Regarding Racial, Ethnic, and Gender Diversity
For Fiduciaries, Consultants, and Senior Staff**

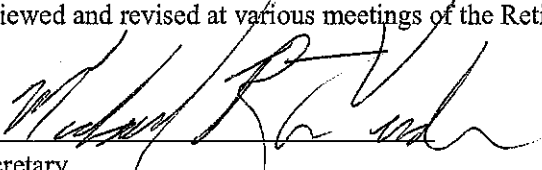
WHEREAS, the trustees of the Laborers' and Retirement Board Employees' Annuity & Benefit Fund of Chicago ("LABF") recognize the competitive advantage diversity brings to the business environment and remain dedicated to creating an inclusive business environment by increasing the diversity of LABF's fiduciaries and professional management; and

WHEREAS, in the procurement of consulting services for consultants,¹ who act as fiduciaries² on behalf of LABF, the Retirement Board will continue to require the inclusion of qualified service providers who are minority owned businesses, female owned businesses, and businesses owned by a person with a disability, as those terms are defined in the Business Enterprise for Minorities, Females, and Persons with Disabilities Act, 30 ILCS 575/1 et seq.; and

WHEREAS, the General Assembly of Illinois amended the Illinois Pension Code, 40 ILCS 5/1-109.1(5), to require entities subject to the Pension Code, including LABF, to adopt a policy that sets forth goals for increasing the racial, ethnic, and gender diversity of its fiduciaries, consultants and senior staff and annually review the established goals.

NOW THEREFORE, BE IT RESOLVED THAT, the trustees of the Laborers' and Retirement Board Employees' Annuity & Benefit Fund of Chicago approve this policy to expend all reasonable and prudent efforts to use and retain fiduciaries, consultants, and senior staff that are diverse based on race, ethnicity, and gender. This policy shall be reviewed annually.

I HEREBY CERTIFY that this is a true copy of a Policy duly reviewed by the Retirement Board of the Laborers' and Retirement Board Employees' Annuity & Benefit Fund of Chicago, at a meeting held on April 17, 2018. The Policy was first adopted at a meeting held on November 17, 2009 and subsequently reviewed and revised at various meetings of the Retirement Board as noted below.


Secretary
The Retirement Board

¹ "Consultant" is defined at 40 ILCS 5/1-101.5 (2009).

² "Fiduciary" is defined at 40 ILCS 5/1-101.2 (2009).

Original Date: 11/17/2009
Reviewed Date: 04/15/2011
Reviewed Date: 03/20/2012
Reviewed Date: 04/16/2013
Reviewed Date: 04/15/2014
Reviewed Date: 04/14/2015
Reviewed Date: 04/28/2016
Reviewed Date: 04/18/2017

**Laborers' and Retirement Board Employees'
Annuity & Benefit Fund of Chicago**

**Policy Regarding Businesses Owned by
Minorities, Females, and Persons with Disabilities
for Administrative Contracts and Service Agreements**

WHEREAS, the trustees of the Laborers' and Retirement Board Employees' Annuity & Benefit Fund of Chicago ("LABF") recognize a commitment to the success of businesses owned by minorities, females, and persons with a disability and acknowledge the competitive advantage diversity brings to the business environment; and

WHEREAS, the trustees of LABF are dedicated to promoting opportunities to award administrative contracts and service agreements executed on behalf of LABF to businesses owned by minorities, females, and persons with disabilities; and

WHEREAS, while recognizing this initiative, the trustees acknowledge their fiduciary responsibilities to LABF regarding best price and execution for all contracts for the purchase of services entered into on behalf of LABF; and

WHEREAS, the Executive Director shall report to the Retirement Board annually on all contracts let for contractual services; and

WHEREAS, the General Assembly of Illinois amended the Illinois Pension Code, 40 ILCS 5/1-109.1(6), to require entities subject to the Pension Code, including LABF, to adopt a policy that sets forth goals for utilization of businesses owned by minorities, females, and persons with disabilities, as those terms are defined in the Business Enterprise for Minorities, Females, and Persons with Disabilities Act, 30 ILCS 575/1 et seq., for all contracts and services and annually review the established goals.

NOW THEREFORE, BE IT RESOLVED THAT, the trustees of the Laborers' and Retirement Board Employees' Annuity & Benefit Fund of Chicago approve this policy to include the utilization of qualified businesses owned by minorities, females, and persons with disabilities in any search for administrative contracts and service agreements that may be conducted by the Fund. Within the bounds of fiduciary and financial prudence, it shall be the goal of LABF to expend between 15% and 20% of its spending on administrative contracts and service agreements from businesses owned by minorities, females, and persons with disabilities.

This policy shall be reviewed annually and reported to the Governor and the General Assembly as required by the Pension Code.

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M/W/DBE BROKER-DEALER UTILIZATION POLICY

The Laborers' and Retirement Board Employees' Annuity and Benefit Fund of Chicago ("LABF") is committed to providing opportunities for minority owned business entities, women owned business entities, and business entities owned by a person with a disability as defined in the Business Enterprise for Minorities, Women, and Persons with Disabilities Act (30 ILCS 575/2).

Pursuant to the Illinois Pension Code (40 ILCS 5/1-109.1(7)), LABF Board of Trustees (the "Board") adopted the following M/W/DBE broker-dealer utilization policy. Where specific minority broker-dealer utilization goals are not set or do not apply, the Board encourages the investment managers to make a best-efforts attempt to utilize minority broker-dealers.

Investment managers of separately managed accounts, subject to best execution and their fiduciary duty to LABF in the management of LABF assets, shall make a best effort to adhere to the following minimum M/W/DBE broker-dealer utilization goals:

<u>Asset Class</u>	<u>As a Percentage of Total Commissions</u>
Domestic Equity (Large, Mid, and Small Cap Equity)	40%
Global Equity	30%
International Equity	20%
International Equity – Small Cap	10%
Emerging Markets Equity	10%
	<u>As a Percentage of Total Par Value Traded</u>
Fixed Income	25%

Investment managers shall not utilize indirect methods, such as "step-out" commissions, to achieve these goals. Therefore, to meet LABF's M/W/DBE goals, all trades must be executed directly with the M/W/DBE broker-dealers.

In consideration of Section 1A-108.5 of the Illinois Pension Code (40 ILCS 5/1A-108.5), the Board encourages the utilization of qualified broker-dealers that have an office in Chicago or within the State of Illinois.

Each investment manager shall submit a compliance report to LABF on a quarterly basis in a format as reasonably requested by LABF. LABF investment staff will report to the Board annually on the utilization of M/W/DBE broker-dealers. If an investment manager fails to comply with the above guidelines on a calendar basis, they may be asked to appear before the Board and explain why they were unable to achieve the M/W/DBE utilization goals. Failure by an investment manager to meet the M/W/DBE brokerage goals will be considered a factor when evaluating overall performance of the investment manager.

This policy will be reviewed annually.

Adopted December 17, 2002
Last amended March 19, 2019