



# **Illinois Police Officers' Pension Investment Fund**

## **REQUEST FOR PROPOSALS**

**Investment Management Services**

**Private Credit**

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## Introduction

The Illinois Police Officers' Pension Investment Fund ("IPOPIF" or "the Fund") is soliciting proposals for active investment management of a private credit platform. The Fund is conducting the Request for Proposal ("RFP") process in accordance with applicable provisions of the Illinois Pension Code, the Fund's Investment Policy Statement, the Fund's Procurement of Investment Services Policy, and the Fund's Ethics Policy, all of which are subject to change. All policies are available on the Fund's website at: <https://www.ipopif.org/governing-documents/policies/>. Candidates shall comply with the Fund's Procurement of Investment Services Policy and the Fund's Ethics Policy at all times.

## About IPOPIF

Pursuant to the Illinois Pension Code (40 ILCS 5/1 and 5/22B), IPOPIF is a public pension investment fund responsible for consolidating, managing, and investing the pension investment assets of 357 separate Illinois Pension Code Article 3 Funds. IPOPIF is governed by a nine-member Board of Trustees (the "Board"). As of June 30, 2024, the IPOPIF total fund was valued at \$10.5 billion. A final aggregating asset transfer scheduled for 10/1/24 is expected to add an estimated \$1.3 billion to the Fund. IPOPIF's Asset allocation is summarized below. The overall fund asset allocation is summarized below.

IPOPIF Asset Allocation	Interim Target Allocation	Long Term Target Allocation
<b>Growth</b>	<b>58%</b>	<b>65%</b>
US Large	23%	23%
US Small	5%	5%
International Developed	19%	19%
International Developed Small	5%	5%
Emerging Markets	6%	6%
Private Equity	0%	7%
<b>Income</b>	<b>16%</b>	<b>14%</b>
High Yield Corporate Credit	7%	3%
Emerging Market Debt	6%	3%
Bank Loans	3%	3%
Private Credit	0%	5%
<b>Real Assets</b>	<b>6%</b>	<b>8%</b>
REITs	4%	0%
Real Estate	2%	5%
Infrastructure	0%	3%
<b>Risk Mitigation</b>	<b>20%</b>	<b>13%</b>
Cash	1%	1%
Short-Term Gov't/Credit	10%	3%
US Treasury	3%	3%
US TIPS	3%	3%
Core Fixed Income	3%	3%
<b>Total Investment Pool</b>	<b>100%</b>	<b>100%</b>

## Scope of Services and Search Process

IPOPIF is seeking a qualified investment manager to build a diversified private credit portfolio. The investment manager will be responsible for developing a cohesive plan for allocating assets across various private credit sectors and strategies to obtain broad diversification, building a comprehensive commitment deployment plan for the portfolio, and providing administrative and operational support for the program. IPOPIF has a 5% long-term target allocation to private credit, which equates to approximately \$550 million based on current NAV and additional assets transferring into IPOPIF in 4Q24. The objective is to identify one manager that will be responsible for at least 3% of the allocation. Additional managers may be hired if deemed necessary for diversification. Suitable structures may include a single broad-based direct fund, or a separately managed account (SMA)/fund-of-one with multiple underlying strategies through a manager-of-managers or single manager platform. To be considered, candidates must meet all the minimum requirements and fully comply with this RFP.

### IPOPIF Private Credit Preferences

- A manager that can deliver diversified exposure to the private credit market.
- A manager with experience and strong underwriting capabilities in private credit strategies/funds.
- A manager with experience in deal origination and workout experience.
- Timely and comprehensive consolidated reporting.
- Monthly NAV.
- Low total fees. Double layers of performance fee/carried interest are discouraged.
- Administrative simplicity.
- Assets under management (AUM) of at least \$10 billion.
- 3 years of multi-strategy private credit SMA or fund-of-one management experience.
- 5 existing private credit SMA or fund-of-one.
- Experience working with institutional investors similar or larger in size to IPOPIF.

### Search Process

The search process will be conducted in three phases as summarized below. Candidates identified as the highest caliber candidates during each phase will be invited to participate in the next phase. Notwithstanding the foregoing, any firm that meets the Minimum Qualifications, as detailed below, may submit a proposal along with a model portfolio by proposal due date, 10/11/2024.

#### Phase 1 – Request for information

Please describe your firm, AUM, experience, capabilities, and expertise in building and managing diversified private credit portfolios. Outline and briefly describe your overall investment philosophy, the main steps of your investment process, and your methodology for allocating across various private credit strategies to obtain broad diversification. Please articulate how your solution meets the Search Preferences of IPOPIF. Please limit your response to no more than 5 pages.

#### Phase 2 – Sample portfolio construction

Following the evaluation of phase 1, Candidates who the IPOPIF Staff, in consultation with the Investment Consultant identify as the high caliber candidates will be requested to propose a model portfolio based on the expected needs of a pension system similar to IPOPIF. The model portfolio should consider best ideas, best implementation tactics for those ideas with the goal of providing broad exposure to the private credit asset class. The candidate should discuss desired exposures of the program, return expectations, and how each of these exposures will be implemented (i.e., direct fund

exposure vs. manager-of-managers vs. a combination of both). Please discuss capital deployment and pacing plans for the specified target allocation.

### Phase 3 – Request for proposal

Following the evaluation of phase 2, Candidates who the IPOPIF Staff, in consultation with the Investment Consultant, identify as the highest caliber candidates will be requested to submit a formal proposal for consideration.

## Schedule

The Fund anticipates the following schedule and key milestones, but reserves the right to amend it at any time at its sole discretion:

Deadline	Milestone
7/19/24	RFP posted
8/2/24	Deadline for Phase 1 – Request for information
8/16/24	High caliber candidates are invited to propose a sample portfolio
9/6/24	Deadline for Phase 2 – Sample portfolio construction
9/27/24	Highest caliber candidates are invited to submit proposals
10/2/24	Deadline for written questions (by 5 pm central)
10/7/24	Final response to questions posted on IPOPIF website
10/11/24	Phase 3 – Proposal Due by 5 pm central
11/4/24 – 11/8/24	Semifinalist interviews with IPOPIF Staff and Investment Consultant
12/13/24	Board review, finalist interviews, and approval

**Inquiries:** All communication and questions related to this RFP will be conducted via a dedicated IPOPIF email: [PCsearch@ipopif.org](mailto:PCsearch@ipopif.org). Questions can be emailed any time, but no later than the question deadline outlined above. Responses to questions will be posted to the IPOPIF website periodically but no later than the final response to questions date outlined above. The general IPOPIF phone number, 309-280-6464, may be used if absolutely necessary.

**Quiet Period:** The following Quiet Period provisions of the IPOPIF Procurement of Investment Services Policy will be in effect during the search process.

1. The quiet period shall commence with the posting of the RFP and end when the parties have executed an investment manager agreement.
2. Initiation, continuation, and conclusion of the quiet period shall be directly communicated to the Board and posted on the IPOPIF website.
3. During the quiet period, no Board member, or Staff member or fiduciary or service provider involved in the search shall accept meals, travel, lodging, entertainment, or any other good or service of value from any candidate.
4. All authority related to the search process shall be exercised solely by the Board as a whole, and not by individual Board members.
5. If any Board member or IPOPIF Staff member is contacted by a candidate during the quiet

period about a matter relating to the pending selection, the Board member or IPOPIF Staff member shall refer the candidate to the Chief Investment Officer. While the quiet period does not prevent Board approved meetings or communications by Staff with an incumbent Investment Consultant, Transition Manager, or Investment Adviser that is also a candidate, discussion related to the pending selection shall be avoided during those activities.

6. A candidate may be disqualified from a search process for a willful violation of this Policy.

Notwithstanding the foregoing, the Board through any designated Board member, the Executive Director, the Chief Investment Officer, or Fiduciary Legal Counsel may conduct discussions with candidates to determine in greater detail a candidate's qualifications; and negotiate the various terms of the investment manager agreement, including fees. Discussions may be held before and after the responses to the RFP have been submitted. The Board, IPOPIF Staff, and Fiduciary Legal Counsel shall not disclose publicly any information contained in any responses until the presentation of the finalists.

Reference: [Procurement of Investment Services Policy](#)

**Proposal Submission:** Email the completed proposal, including all supporting Exhibits, to [PCsearch@ipopif.org](mailto:PCsearch@ipopif.org), no later than the proposal due date outlined above. IPOPIF will acknowledge receipt of proposals. You must ensure that your email is successfully transmitted and is not undeliverable due to the size of file attachments. IPOPIF will not accept late, mailed, or faxed Proposals.

All material submitted in response to the RFP will become the property of IPOPIF. IPOPIF is not responsible for any costs incurred by the Candidates in responding to this RFP. This RFP shall not be construed as a legal offer and the Board, in its sole discretion, may select one or more firms, or no firms, to provide the services.

To ensure a uniform review process and to obtain the maximum degree of comparability, proposals must be organized in the following manner:

1. **Cover Letter:** Candidates must provide a cover letter signed by an individual authorized to legally bind the Candidate and on official business letterhead showing the name of the Candidate, address, telephone number, name of contact person, and date. This letter may summarize what the candidate believes to be the firm's most unique attributes or competitive advantages but may be no longer than two pages. The letter must contain / attest to the following:
  - a. Confirmation that the Candidate meets each of the Minimum Qualifications, set forth below.
  - b. Confirmation that the Candidate is in compliance with Exhibit 3 – Certifications, Representations, and Acknowledgements.
  - c. Confirmation that the Candidate has provided complete Exhibit 4 – Disclosures.
  - d. Confirmation that the Candidate accepts or has redlined any and all objections or proposed amendments to Exhibit 5 (IPOPIF Model Side Letter).
  - e. The following verification statement:

I certify under penalty of perjury, that I am an individual authorized to legally bind the Candidate, that I have personally examined and am familiar with the information submitted in this disclosure and all attachments, and that the information is true, accurate, and complete. I acknowledge and agree that, under 40 ILCS 5/1-135, any person who knowingly makes any false statement or falsifies or permits to be falsified any record in an attempt to defraud the IPOPIF is guilty of a Class 3 felony.

2. **Exhibit 1 – Completed RFP Questionnaire.**
3. **Exhibit 2 – Proposed Fee Schedule.** Note that, as required by the Minimum Qualifications, below, the proposed fee schedule must be an MFN fee schedule.
4. **Exhibit 3 – Certifications, Representations, and Acknowledgements.**
5. **Exhibit 4 – Disclosures.**
6. **Exhibit 5A or 5B – Contracting.** If proposing a separately managed account, Respondent must review and be prepared to execute the IPOPIF Investment Manager Agreement, which is attached as Exhibit 5A. If proposing a commingled product, the Candidate must review and be prepared to execute the IPOPIF Side Letter, which is attached as Exhibit 5B. Amendments to the IPOPIF Investment Manager Agreement and the IPOPIF Side Letter are disfavored and any and all objections or proposed amendments to the IPOPIF Investment Manager Agreement or the IPOPIF Side Letter shall be redlined in Candidate's response to the RFP.

## Minimum Qualifications

Candidates must satisfy each of the following minimum qualifications for this RFP in order to be given consideration. Failure to satisfy each of the requirements will result in the rejection of the proposal. Candidates are required to confirm in their cover letter that they meet each of the following minimum qualifications.

1. Candidate is: (a) a registered investment adviser registered under the Investment Adviser's Act of 1940, (b) a registered investment adviser under the Illinois Securities Law of 1953; (c) a bank, as defined in the Investment Advisers Act of 1940; or (d) an insurance company authorized to transact business in Illinois.
2. Candidate and its proposed team have all authorizations, permits, licenses, and certifications required by federal and state laws and regulations to perform the services specified in this RFP, and in Illinois, at the time Candidate submits a response to the RFP.
3. Candidate confirms that it has provided an MFN fee schedule.
4. Candidate agrees to serve as a fiduciary as defined by the Illinois Pension Code.
5. Candidate acknowledges and agrees that IPOPIF is unable to provide its vendors with any indemnification rights and that IPOPIF requires that its vendors provide it with indemnification.
6. Candidate has provided all certifications and completed all required disclosures.

7. IPOPIF's practice is to reserve all rights to seek all remedies in court (IPOPIF does not consent to arbitration), including the right to a jury trial, and IPOPIF's further practice is that venue for any litigation shall be, and third parties shall submit to the jurisdiction of, the Circuit Court for the Tenth Judicial Circuit, Peoria, Illinois, or the U.S. District Court for the Central District of Illinois.

## Evaluation Criteria

Evaluation of Investment Manager Responses. Responses will be evaluated initially by IPOPIF Investment Staff and the Investment Consultant based on the following evaluation factors. The relative importance of the evaluation factors will vary based on the parameters of the search. Investment Staff and the Investment Consultant will determine, based on the evaluation factors, the highest caliber investment managers and will also disclose the non-finalists. The Chief Investment Officer and the Investment Consultant will provide the Board with a copy of Exhibit 4 – Disclosures prior to consideration of the finalists. The Board will select, in the exercise of its discretion based on the evaluation factors, an investment manager from the list of top-qualified Investment Managers. The evaluation factors are:

1. Firm background, experience, and reputation, including: the candidate firm's experience in the management of institutional portfolios, the background and qualifications of principals and professional staff, the size of the firm and the products offered, organizational structure, portfolio manager tenure, depth of portfolio team and research team, the firm's history of lawsuits and regulatory actions regarding the firm's investment practices, and the firm's record of integrity and business ethics;
2. Investment philosophy and process, including: the clarity and technical merits of the investment process, efficacy of decisions made (streamlined, responsive), consistency of application, risk awareness and controls, uniqueness of the process;
3. Performance, including long-term performance, risk factors, and consistency of performance, each of these relative to benchmarks and peers;
4. The IPOPIF's overall Investment Policy and allocations among existing investment managers, including, but not limited to, the diversification of investment managers in terms of style, investment philosophy, and the complementary relationship between investment managers in the context of the Investment Policy;
5. Reasonableness of the fees, including availability of 'most-favored nation' fee clauses;
6. Portfolio management and client services, including client servicing, accounting, and reporting;
7. The Candidate's ability, pursuant to Sections 1-113.6 and 1-113.17 of the Illinois Pension Code, to consider decision-useful sustainability factors within the bounds of financial and fiduciary prudence, including but not limited to (i) corporate governance and leadership factors; (ii) environmental factors; (iii) social capital factors; (iv) human capital factors; and (v) business model and innovation factors, as provided for under the Illinois Sustainable Investing Act, 30 ILCS 238/1, *et seq.* and detailed in the IPOPIF Investment Policy; and
8. The Candidate's approach to managing and reducing cybersecurity risk and protecting networks and data, including complying with the U.S. Department of Labor's Cybersecurity Program Best



Practices, the State of Illinois Cybersecurity Strategy, the National Institute of Standards and Technology Cybersecurity Framework, and industry best practices.

## Emerging, MWDBE, SDVOSB, and VOSB Investment Managers

“Emerging Investment Manager,” as defined in Section 1-109.1(4) of the Illinois Pension Code, means 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 MWDBE. MWDBE means a Minority-Owned Business, Women-Owned Business, or Business Owned by Person with a Disability, as those terms are defined in the Business Enterprise for Minorities, Women, and Persons with Disabilities Act, 30 ILCS 575/2, as amended. SDVOSB means a “qualified serviced-disabled veteran-owned small business” as defined in 30 ILCS 500/45-57. VOSB means a “qualified veteran-owned small business” as defined in 30 ILCS 500/45-57.

The IPOPIF will not use any criteria to exclude an otherwise qualified Emerging or MWDBE, SDVOSB, or VOSB investment manager Candidate, such as a minimum number of years in business or minimum assets under management. The IPOPIF’s goal is to improve investment performance by identifying highly qualified and potentially successful Emerging and MWDBE investment managers that can be awarded allocations or, if the investment manager is participating in a “fund of funds”, to be graduated into a separate account portfolio when openings occur or a need is identified.

Emerging or MWDBE, SDVOSB, or VOSB investment manager Candidates shall provide documentation establishing such status. Preference shall be given to the appropriate certification from the State of Illinois as acceptable documentation. If such certifications are not available, the IPOPIF may consider another state’s or a city’s certification.

If an Emerging or MWDBE investment manager Candidate meets the criteria in the RFP, then that Candidate shall receive an invitation by the Board to present as a finalist. If there are multiple Emerging or MWDBE investment manager Candidates that meet the criteria, then the Chief Investment Officer may choose the most qualified firm or firms to present to the Board. The preference for Emerging or MWDBE investment manager Candidates was established by the Illinois Pension Code.

If a SDVOSB or VOSB investment manager Candidate meets the criteria in the RFP, then that Candidate shall receive an invitation by the Board to present as a finalist. If there are multiple SDVOSB or VOSB investment manager Candidates that meet the criteria, then the Chief Investment Officer may choose the most qualified firm or firms to present to the Board. The preference for SDVOSB and VOSB investment manager Candidates was established by the Board.