SHAWN T. WOODEN
TREASURER

State of Connecticut
Office of the Treasurer

DARRELL V. HILL
DEPUTY TREASURER

MEMORANDUM

TO: **Members of Investment Advisory Council**

FROM: **Shawn T. Wooden, State Treasurer and Council Secretary**

DATE: **May 7, 2021**

SUBJECT: **Investment Advisory Council Meeting – May 12, 2021**

Enclosed is the agenda package for the Investment Advisory Council meeting on Wednesday, May 12, 2021 starting at 9:00 A.M.

The following subjects will be covered at the meeting:

Item 1: **Approval of the Minutes of the April 14, 2021 IAC Meeting**

Item 2: **Opening Comments by the Treasurer**

Item 3: **Update on the Market and the CRPTF Performance**

Steven Meier, Interim Chief Investment Officer, will provide an update on the capital market environment and will report on the following:

- The CRPTF performance as of March 31, 2021

Item 4: **Presentation by and Consideration of Hg Titan 1 & Hg-CRPTF Co-Investment**

Mark Evans, Principal Investment Officer, will provide opening remarks and introduce Hg Titan 1 & Hg-CRPTF Co-Investment, Private Investment Fund opportunities.

Item 5: **Presentation by and Consideration of Avance Investment Partners**

Mark Evans, Principal Investment Officer, will provide opening remarks and introduce Avance Investment Partners, a Private Investment Fund opportunity.

Item 6: **Presentation by and Consideration of Vistria Fund IV**

Olivia Wall, Investment Officer, will provide opening remarks and introduce Vistria Fund IV, a Private Investment Fund opportunity.

Item 7: **Presentation by and Consideration of Carlyle Realty Partners IX**

Danita Johnson, Principal Investment Officer, will provide opening remarks and introduce Carlyle Realty Partners IX, a Real Assets Fund opportunity.

Item 8: **Presentation by and Consideration of Covenant Apartment Fund X**

Olivia Wall, Investment Officer, will provide opening remarks and introduce Covenant Apartment X, a Real Assets Fund opportunity.

Item 9: **Corporate Governance Report**

Christine Shaw, Assistant Treasurer for Corporate Governance & Sustainable Investment will provide a report on Corporate Governance activities for the quarter ended March 31, 2021.

Item 10: **Other Business**

- Discussion of the preliminary agenda for the June 9, 2021 IAC meeting

Item 11: **Comments by the Chair**

Item 12: **Executive Session**

- Consideration of personnel matters
- Consideration of potential contractual matters

Item 13: **Personnel Matter - vote to set a new salary range for the Chief Investment Officer**

Item 14: **Potential Contractual Matters – vote to waive 45day comment period**

We look forward to reviewing these agenda items with you at the May 12th meeting.

If you find that you are unable to attend this meeting, please email katrina.farquhar@ct.gov.

STW/kf

Enclosures

INVESTMENT ADVISORY COUNCIL
Wednesday, April 14, 2021

SUCH MINUTES ARE IN DRAFT FORM AND SUBJECT TO THE FINAL REVIEW AND APPROVAL OF THE INVESTMENT ADVISORY COUNCIL

MEETING NO. 488

Members present:
D. Ellen Shuman, Chair
Treasurer Wooden, Secretary
Thomas Fiore, representing Secretary Melissa McCaw
Joshua Hall
Michael Knight
William Murray
Carol Thomas

Members absent:
Michael LeClair
Steven Muench
Patrick Sampson

Others present:
Steven Meier, Interim Chief Investment Officer
Kevin Cullinan, Chief Risk Officer
Patricia DeMaras, Legal Counsel
Mark Evans, Principal Investment Officer
Lyndsey Farris, Principal Investment Officer
John Flores, General Counsel
Karen Grenon, Legal Counsel
Darrell Hill, Deputy Treasurer
Barbara Housen, Chief Compliance Officer, Deputy General Counsel
Danita Johnson, Principal Investment Officer
Harvey Kelly, Pension Fund Analyst
Peter Gajowiak, Senior Investment Officer
Felicia Genca, Pension Fund Analyst
Raynald Leveque, Deputy Chief Investment Officer
Paul Osinloye, Principal Investment Officer
Veronica Sanders, Executive Secretary
Christine Shaw, Assistant Treasurer for Corporate Governance & Sustainable Investment
Michael Terry, Principal Investment Officer
Olivia Wall, Investment Officer

Guests:
Gary Hudepohl, Hudepohl Associates
Public Line
Richard Ross, CT Resident

With a quorum present, Chair D. Ellen Shuman called the Investment Advisory Council ("IAC") meeting to order at 9:02 a.m.

Approval of Minutes of the March 10, 2021 IAC Meeting, the March 12, 2021 IAC Special Meeting, the April 6, 2021 IAC Special Meeting and the April 12, 2021 IAC Educational Meeting

Chair Shuman called for a motion to accept the minutes of the March 10, 2021 IAC meeting, the March 12, 2021 IAC Special Meeting, the April 6, 2021 IAC Special Meeting and the April 12, 2021 IAC Educational Meeting. **Carol Thomas moved to approve each of the minutes. The motion was seconded by William Murray.** There was one abstention from Joshua Hall. **There being no further discussion, the Chair called for a vote and the motion passed unanimously.**

Comments by the Treasurer

Treasurer Wooden welcomed IAC members and began by announcing his decision to award the Alternative Investment Fund Risk Mitigating Strategies Investment Advisor mandate to K2 Advisors, LLC. He also announced he will commit $100 million to the BlackRock Global Renewable Power Fund III, $50 million to Rubicon First Ascent, LP, $38 million in Icon Partners II, L.P., and $11.5 million to Icon Partners III, L.P.

He then provided a brief overview of the agenda and noted that there would be an Executive Session at the end of the meeting.

Presentation by and Consideration of Mesirow Financial Real Estate Value Fund IV

Danita Johnson, Principal Investment Officer ("PIO"), provided opening remarks and introduced representatives of Mesirow Financial Real Estate Value Fund IV ("Mesirow"), a Real Assets Fund ("RAF") opportunity.

Mesirow, represented by Alasdair Cripps, Chief Executive Officer & Co-Chief Investment Officer; Benjamin Blakney, President; Eugene J. Duffy, Managing Director & Global Investment Management Distribution; and Brian Gant, Senior Vice President, made a presentation to the IAC.

Roll Call of Reactions for Mesirow Financial Real Estate Value Fund IV.

Messrs. Murray and Hall, Thomas Fiore, Michael Knight, Ms. Thomas, and Chair Shuman provided feedback on Mesirow. There being no further discussion, Chair Shuman called for a motion to waive the 45-day comment period. **A motion was made by Mr. Murray, seconded by Mr. Hall, to waive the 45-day comment period for Mesirow. The Chair called for a vote and the motion passed unanimously.**

Presentation by and Consideration of Penzance DC Real Estate Fund II

Danita Johnson, PIO, provided opening remarks and introduced Penzance DC Real Estate Fund II ("Penzance"), a Real Assets Fund ("RAF") opportunity.

Penzance, represented by Victor Tolkan, Managing Partner & Co-Founder and Julia Springer, Managing Partner & Co-Founder, made a presentation to the IAC.

Roll Call of Reactions for Penzance DC Real Estate Fund II.

Messrs. Fiore, Hall, Knight, Murray, Ms. Thomas, and Chair Shuman provided feedback on Penzance. Chair Shuman called for a motion to waive the 45-day comment period. **A motion was made by Ms. Thomas, seconded by Mr. Murray and Mr. Hall, to waive the 45-day comment period for Penzance. There being no additional discussion, the Chair called for a vote and the motion passed unanimously.**

REITs Strategy Overview

Olivia Wall, Investment Officer, provided an overview of the REITs strategy.

Fixed Income and Public Equity Market Reviews

Lyn Farris and Paul Osinloye, PIOs, provided reviews on the fixed income and public equity market portfolios.

Other Business

Chair Shuman asked members for feedback on the proposed IAC Budget for fiscal years 2022 & 2023 and invited the council members to submit agenda items for the next meeting being held on May 12, 2021.

Executive Session

Chair Shuman asked for a motion to move into Executive Session. **A motion was made by Mr. Murray, seconded by Ms. Thomas that the Investment Advisory Council enter into Executive Session to consider personnel matters at 12:29 p.m. The motion passed unanimously.** Darrell Hill, Deputy Treasurer; John Flores, General Counsel; Alex Marcellino, Assistant Treasurer; and Gary Hudepohl, were invited to attend the Executive Session.

Chair Shuman reconvened the regular session at 1:48 p.m**. Chair Shuman noted that no substantive votes or actions were taken during the Executive Session.**

Comments by the Chair

There being no further business, Chair Shuman called for a motion to adjourn the meeting. **Mr. Hall moved to adjourn the meeting and the motion was seconded by Ms. Thomas. There being no discussion, the meeting was adjourned at 1:48 p.m.**

TEACHER'S RETIREMENT FUND

Net of All Fees and Expenses

Periods Ending March 31, 2021

											Compound, annualized returns			
Funds *Benchmark*	**Percent Holdings**	**Policy Weights**	**Lower Range**	**Upper Range**	**Market Value (mil.)**	**Month**	**Three Months**	**Fiscal YTD**	**Calendar YTD**	**One Year**	**Three Year**	**Five Year**	**Seven Year**	**Ten Year**
Teacher's Retirement Fund	**100.0%**				**$20,825.6**	**1.18**	**2.06**	**17.31**	**2.06**	**31.37**	**8.15**	**9.50**	**7.49**	**7.57**
Policy Benchmark						*1.28*	*2.96*	*18.94*	*2.96*	*26.41*	*9.15*	*9.90*	*7.76*	*7.89*
Dynamic Benchmark						*1.15*	*2.76*	*18.28*	*2.76*	*28.27*	*8.98*	*9.87*	*7.70*	*N/A*
Domestic Equity	**23.2%**	**20.0**	15.0	25.0	**$4,839.0**	**3.75**	**6.46**	**32.89**	**6.46**	**61.53**	**16.85**	**16.55**	**13.37**	**13.64**
Russell 3000						*3.58*	*6.35*	*33.19*	*6.35*	*62.53*	*17.12*	*16.64*	*13.44*	*13.79*
Developed Markets ISF	**13.2%**	**11.0**	6.0	16.0	**$2,758.5**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.81**	**9.98**	**6.72**	**7.30**
MSCI EAFE IMI Net						*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*7.36*
Emerging Markets ISF	**12.7%**	**9.0**	4.0	14.0	**$2,636.6**	**-1.34**	**2.17**	**39.01**	**2.17**	**66.79**	**9.55**	**13.54**	**7.84**	**4.55**
MSCI Emerging Markets IMI						*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*3.61*
Core Fixed Income	**12.9%**	**13.0**	8.0	18.0	**$2,684.4**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**3.38**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Emerging Market Debt	**5.3%**	**5.0**	0.0	10.0	**$1,096.7**	**-2.24**	**-5.53**	**5.51**	**-5.53**	**19.10**	**0.54**	**4.39**	**2.76**	**3.28**
50% JPM EMBI Global Div / 50% JPM GBI EM Global Div						*-2.02*	*-5.61*	*3.14*	*-5.61*	*14.54*	*1.66*	*4.12*	*2.67*	*3.93*
High Yield	**6.4%**	**3.0**	0.0	8.0	**$1,322.9**	**0.15**	**1.44**	**14.03**	**1.44**	**25.18**	**6.34**	**7.73**	**4.88**	**5.91**
Bloomberg Barclays U.S. High Yield 2% Issuer Cap Index						*0.16*	*0.86*	*12.27*	*0.86*	*23.65*	*6.39*	*7.79*	*4.98*	*6.12*
Liquidity Fund	**1.0%**	**2.0**	0.0	3.0	**$212.2**	**0.00**	**0.02**	**0.11**	**0.02**	**0.27**	**1.51**	**1.41**	**0.96**	**0.76**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*
Real Assets(1)	**11.4%**	**19.0**	10.0	25.0	**$2,376.0**	**N/A**	**-0.01**	**1.92**	**-0.01**	**7.81**	**4.51**	**5.76**	**7.50**	**8.32**
*Blended Custom Benchmark 1Q in Arrears^* (2)						*N/A*	*0.18*	*1.61*	*0.18*	*2.67*	*4.90*	*5.91*	*7.78*	*9.00*
Private Investment(1)	**8.0%**	**10.0**	5.0	15.0	**$1,657.9**	**N/A**	**5.54**	**24.70**	**5.54**	**44.91**	**16.69**	**14.33**	**14.24**	**13.12**
*Russell 3000 + 250 basis points 1Q in Arrears^*						*N/A*	*15.03*	*54.12*	*15.03*	*23.39*	*18.31*	*17.21*	*14.23*	*14.36*
Private Credit(1)	**0.7%**	**5.0**	0.0	10.0	**$151.5**	**N/A**	**2.59**	**11.34**	**2.59**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
*S&P / LSTA Leveraged Loan Index + 150 basis points 1Q in Arrears^*						*N/A*	*4.15*	*19.81*	*4.15*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*
Alternative Investment Fund	**5.2%**	**3.0**	0.0	10.0	**$1,089.8**	**0.25**	**1.02**	**7.52**	**1.02**	**11.12**	**2.65**	**4.18**	**2.73**	**3.10**
Absolute Return Strategy blended benchmark (3)						*0.24*	*0.46*	*2.02*	*0.46*	*3.50*	*4.37*	*2.90*	*2.08*	*1.48*

(1) Actual performance, reported one quarter in arrears.

(2) A blended benchmark comprised of the weightings of Real Estate, Infrastructure / Natural Resources and U.S. TIPS as of April 2020.

(3) A blended benchmark comprised of the weightings of each of the investments utilized within the fund of funds vehicle multiplied by their respective benchmarks as of April 2020.

STATE EMPLOYEES' RETIREMENT FUND

Net of All Fees and Expenses
Periods Ending March 31, 2021

Funds / *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year	Five Year	Seven Year	Ten Year
											Compound, annualized returns			
State Employees' Retirement Fund	**100.0%**				**$15,394.4**	**1.17**	**2.06**	**17.38**	**2.06**	**31.60**	**8.22**	**9.56**	**7.55**	**7.61**
Policy Benchmark						*1.28*	*2.96*	*18.94*	*2.96*	*26.41*	*9.14*	*9.89*	*7.77*	*7.90*
Dynamic Benchmark						*1.15*	*2.75*	*18.36*	*2.75*	*28.46*	*9.05*	*9.97*	*7.81*	*N/A*
Domestic Equity	**22.9%**	**20.0**	15.0	25.0	**$3,531.5**	**3.75**	**6.46**	**32.89**	**6.46**	**61.53**	**16.86**	**16.55**	**13.37**	**13.64**
Russell 3000						*3.58*	*6.35*	*33.19*	*6.35*	*62.53*	*17.12*	*16.64*	*13.44*	*13.79*
Developed Markets ISF	**13.1%**	**11.0**	6.0	16.0	**$2,020.6**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.81**	**9.98**	**6.72**	**7.30**
MSCI EAFE IMI Net						*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*7.36*
Emerging Markets ISF	**12.6%**	**9.0**	4.0	14.0	**$1,933.6**	**-1.34**	**2.17**	**39.01**	**2.17**	**66.79**	**9.55**	**13.54**	**7.84**	**4.55**
MSCI Emerging Markets IMI						*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*3.61*
Core Fixed Income	**12.8%**	**13.0**	8.0	18.0	**$1,966.8**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**3.38**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Emerging Market Debt	**5.2%**	**5.0**	0.0	10.0	**$802.2**	**-2.24**	**-5.53**	**5.51**	**-5.53**	**19.10**	**0.54**	**4.39**	**2.76**	**3.28**
50% JPM EMBI Global Div / 50% JPM GBI EM Global Div						*-2.02*	*-5.61*	*3.14*	*-5.61*	*14.54*	*1.66*	*4.12*	*2.67*	*3.93*
High Yield	**6.3%**	**3.0**	0.0	8.0	**$965.8**	**0.15**	**1.44**	**14.03**	**1.44**	**25.18**	**6.34**	**7.73**	**4.88**	**5.91**
Bloomberg Barclays U.S. High Yield 2% Issuer Cap Index						*0.16*	*0.86*	*12.27*	*0.86*	*23.65*	*6.39*	*7.79*	*4.98*	*6.12*
Liquidity Fund	**2.0%**	**2.0**	0.0	3.0	**$301.9**	**0.00**	**0.02**	**0.12**	**0.02**	**0.27**	**1.51**	**1.42**	**0.96**	**0.76**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*
Real Assets[(1)]	**11.3%**	**19.0**	10.0	25.0	**$1,742.0**	**N/A**	**-0.01**	**1.92**	**-0.01**	**7.81**	**4.51**	**5.76**	**7.50**	**8.32**
*Blended Custom Benchmark 1Q in Arrears^* [(2)]						*N/A*	*0.18*	*1.61*	*0.18*	*2.67*	*4.90*	*5.91*	*7.78*	*9.00*
Private Investment[(1)]	**7.9%**	**10.0**	5.0	15.0	**$1,214.0**	**N/A**	**5.54**	**24.70**	**5.54**	**44.91**	**16.69**	**14.33**	**14.24**	**13.12**
*Russell 3000 + 250 basis points 1Q in Arrears^*						*N/A*	*15.03*	*54.12*	*15.03*	*23.39*	*18.31*	*17.21*	*14.23*	*14.36*
Private Credit[(1)]	**0.7%**	**5.0**	0.0	10.0	**$108.6**	**N/A**	**2.59**	**11.34**	**2.59**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
*S&P / LSTA Leveraged Loan Index + 150 basis points 1Q in Arrears^*						*N/A*	*4.15*	*19.81*	*4.15*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*
Alternative Investment Fund	**5.2%**	**3.0**	0.0	8.0	**$807.4**	**0.25**	**1.02**	**7.52**	**1.02**	**11.12**	**2.65**	**4.18**	**2.73**	**3.10**
Absolute Return Strategy blended benchmark [(3)]						*0.24*	*0.46*	*2.02*	*0.46*	*3.50*	*4.37*	*2.90*	*2.08*	*1.48*

(1) Actual performance, reported one quarter in arrears.

(2) A blended benchmark comprised of the weightings of Real Estate, Infrastructure / Natural Resources and U.S. TIPS as of April 2020.

(3) A blended benchmark comprised of the weightings of each of the investments utilized within the fund of funds vehicle multiplied by their respective benchmarks as of April 2020.

MUNICIPAL EMPLOYEES RETIREMENT FUND

Net of All Fees and Expenses

Periods Ending March 31, 2021

Funds / *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Compound, annualized returns: Three Year	Five Year	Seven Year	Ten Year
Municipal Employees' Retirement Fund	**100.0%**				**$3,117.3**	**1.18**	**2.07**	**17.39**	**2.07**	**31.55**	**8.34**	**9.29**	**7.34**	**7.26**
Policy Benchmark						*1.28*	*2.96*	*18.94*	*2.96*	*26.41*	*9.09*	*9.59*	*7.43*	*7.62*
Dynamic Benchmark						*1.15*	*2.76*	*18.37*	*2.76*	*28.43*	*9.13*	*9.62*	*7.48*	*N/A*
Domestic Equity	**23.1%**	**20.0**	15.0	25.0	**$719.4**	**3.75**	**6.46**	**32.89**	**6.46**	**61.53**	**16.85**	**16.56**	**13.37**	**13.64**
Russell 3000						*3.58*	*6.35*	*33.19*	*6.35*	*62.53*	*17.12*	*16.64*	*13.44*	*13.79*
Developed Markets ISF	**13.2%**	**11.0**	6.0	16.0	**$412.4**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.81**	**9.98**	**6.72**	**7.31**
MSCI EAFE IMI Net						*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*7.36*
Emerging Markets ISF	**12.6%**	**9.0**	4.0	14.0	**$392.5**	**-1.34**	**2.17**	**39.01**	**2.17**	**66.79**	**9.55**	**13.54**	**7.84**	**4.56**
MSCI Emerging Markets IMI						*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*3.61*
Core Fixed Income	**12.8%**	**13.0**	8.0	18.0	**$400.3**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**3.38**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Emerging Market Debt	**5.3%**	**5.0**	0.0	10.0	**$163.7**	**-2.24**	**-5.53**	**5.51**	**-5.53**	**19.10**	**0.54**	**4.39**	**2.76**	**3.28**
50% JPM EMBI Global Div / 50% JPM GBI EM Global Div						*-2.02*	*-5.61*	*3.14*	*-5.61*	*14.54*	*1.66*	*4.12*	*2.67*	*3.93*
High Yield	**6.3%**	**3.0**	0.0	8.0	**$196.1**	**0.15**	**1.44**	**14.03**	**1.44**	**25.18**	**6.34**	**7.72**	**4.87**	**5.91**
Bloomberg Barclays U.S. High Yield 2% Issuer Cap Index						*0.16*	*0.86*	*12.27*	*0.86*	*23.65*	*6.39*	*7.79*	*4.98*	*6.12*
Liquidity Fund	**1.5%**	**2.0**	0.0	3.0	**$47.9**	**0.00**	**0.02**	**0.12**	**0.02**	**0.27**	**1.51**	**1.41**	**0.96**	**0.77**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*
Real Assets[(1)]	**11.3%**	**19.0**	15.0	25.0	**$353.0**	**N/A**	**-0.01**	**1.92**	**-0.01**	**7.81**	**4.51**	**5.76**	**7.50**	**8.32**
Blended Custom Benchmark 1Q in Arrears^ [(2)]						*N/A*	*0.18*	*1.61*	*0.18*	*2.67*	*4.90*	*5.91*	*7.78*	*9.00*
Private Investment[(1)]	**7.9%**	**10.0**	5.0	15.0	**$247.5**	**N/A**	**5.54**	**24.70**	**5.54**	**44.91**	**16.69**	**14.33**	**14.24**	**13.12**
*Russell 3000 + 250 basis points 1Q in Arrears^*						*N/A*	*15.03*	*54.12*	*15.03*	*23.39*	*18.31*	*17.21*	*14.23*	*14.36*
Private Credit[(1)]	**0.7%**	**5.0**	0.0	10.0	**$22.0**	**N/A**	**2.59**	**11.34**	**2.59**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
*S&P / LSTA Leveraged Loan Index + 150 basis points 1Q in Arrears^*						*N/A*	*4.15*	*19.81*	*4.15*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*
Alternative Investment Fund	**5.2%**	**3.0**	0.0	10.0	**$162.6**	**0.25**	**1.02**	**7.52**	**1.02**	**11.12**	**2.65**	**4.18**	**2.73**	**3.10**
Absolute Return Strategy blended benchmark [(3)]						*0.24*	*0.46*	*2.02*	*0.46*	*3.50*	*4.37*	*2.90*	*2.08*	*1.48*

(1) Actual performance, reported one quarter in arrears.

(2) A blended benchmark comprised of the weightings of Real Estate, Infrastructure / Natural Resources and U.S. TIPS as of April 2020.

(3) A blended benchmark comprised of the weightings of each of the investments utilized within the fund of funds vehicle multiplied by their respective benchmarks as of April 2020.

OPEB FUND

Net of All Fees and Expenses

Periods Ending March 31, 2021

											Compound, annualized returns			
Funds *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year	Five Year	Seven Year	Ten Year
OPEB	**100.0%**				**$1,854.5**	**1.18**	**2.08**	**17.55**	**2.08**	**31.79**	**8.81**	**9.07**	**7.38**	**N/A**
Policy Benchmark						*1.28*	*2.96*	*18.94*	*2.96*	*26.41*	*9.44*	*9.25*	*7.54*	*N/A*
Dynamic Benchmark						*1.17*	*2.80*	*18.56*	*2.80*	*28.70*	*9.76*	*9.43*	*7.65*	*N/A*
Domestic Equity	**22.9%**	**20.0**	15.0	25.0	**$424.6**	**3.75**	**6.46**	**32.89**	**6.46**	**61.53**	**16.86**	**16.56**	**13.37**	**N/A**
Russell 3000						*3.58*	*6.35*	*33.19*	*6.35*	*62.53*	*17.12*	*16.64*	*13.44*	*N/A*
Developed Markets ISF	**13.2%**	**11.0**	6.0	15.0	**$244.2**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.82**	**9.99**	**6.71**	**N/A**
MSCI EAFE IMI Net						*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*N/A*
Emerging Markets ISF	**12.6%**	**9.0**	4.0	14.0	**$232.8**	**-1.34**	**2.17**	**39.01**	**2.17**	**66.79**	**9.55**	**13.55**	**7.83**	**N/A**
MSCI Emerging Markets IMI						*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*N/A*
Core Fixed Income	**12.7%**	**13.0**	8.0	18.0	**$236.4**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**N/A**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*N/A*
Emerging Market Debt	**5.1%**	**5.0**	0.0	10.0	**$95.4**	**-2.24**	**-5.53**	**5.51**	**-5.53**	**19.10**	**0.54**	**4.39**	**2.76**	**N/A**
50% JPM EMBI Global Div / 50% JPM GBI EM Global Div						*-2.02*	*-5.61*	*3.14*	*-5.61*	*14.54*	*1.66*	*4.12*	*2.67*	*N/A*
High Yield	**6.3%**	**3.0**	0.0	8.0	**$116.1**	**0.15**	**1.44**	**14.03**	**1.44**	**25.18**	**6.34**	**7.72**	**4.87**	**N/A**
Bloomberg Barclays U.S. High Yield 2% Issuer Cap Index						*0.16*	*0.86*	*12.27*	*0.86*	*23.65*	*6.39*	*7.79*	*4.98*	*N/A*
Liquidity Fund	**2.0%**	**2.0**	0.0	3.0	**$36.3**	**0.00**	**0.02**	**0.11**	**0.02**	**0.28**	**1.52**	**1.47**	**1.00**	**N/A**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*N/A*
Real Assets[1]	**11.2%**	**19.0**	15.0	25.0	**$207.6**	**N/A**	**-0.01**	**1.92**	**-0.01**	**7.81**	**4.52**	**5.76**	**7.50**	**N/A**
*Blended Custom Benchmark 1Q in Arrears^* [2]						*N/A*	*0.18*	*1.61*	*0.18*	*2.67*	*4.90*	*5.91*	*7.78*	*N/A*
Private Investment[1]	**7.9%**	**10.0**	5.0	15.0	**$147.4**	**N/A**	**5.54**	**24.70**	**5.54**	**44.91**	**16.69**	**14.33**	**14.24**	**N/A**
*Russell 3000 + 250 basis points 1Q in Arrears^*						*N/A*	*15.03*	*54.12*	*15.03*	*23.39*	*18.31*	*17.21*	*14.23*	*N/A*
Private Credit[1]	**1.0%**	**5.0**	0.0	10.0	**$18.0**	**N/A**	**2.59**	**11.34**	**2.59**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
*S&P / LSTA Leveraged Loan Index + 150 basis points 1Q in Arrears^*						*N/A*	*4.15*	*19.81*	*4.15*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*
Alternative Investment Fund	**5.2%**	**3.0**	0.0	10.0	**$95.6**	**0.25**	**1.02**	**7.52**	**1.02**	**11.12**	**2.65**	**4.18**	**2.73**	**N/A**
Absolute Return Strategy blended benchmark [3]						*0.24*	*0.46*	*2.02*	*0.46*	*3.50*	*4.37*	*2.90*	*2.08*	*N/A*

(1) Actual performance, reported one quarter in arrears.

(2) A blended benchmark comprised of the weightings of Real Estate, Infrastructure / Natural Resources and U.S. TIPS as of April 2020.

(3) A blended benchmark comprised of the weightings of each of the investments utilized within the fund of funds vehicle multiplied by their respective benchmarks as of April 2020.

PROBATE JUDGES EMPLOYEES' RETIREMENT FUND

Net of All Fees and Expenses

Periods Ending March 31, 2021

Funds / *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Compound, annualized returns: Three Year	Five Year	Seven Year	Ten Year
Probate Judges Employees' Retirement Fund	100.0%				$127.2	1.17	2.06	17.39	2.06	31.48	8.26	9.26	7.33	7.29
Policy Benchmark						1.28	2.96	18.94	2.96	26.41	9.09	9.68	7.50	7.70
Dynamic Benchmark						1.15	2.76	18.36	2.76	28.38	9.19	9.74	7.57	N/A
Domestic Equity	23.0%	20.0	15.0	25.0	$29.3	3.75	6.46	32.89	6.46	61.53	16.86	16.56	13.37	13.64
Russell 3000						3.58	6.35	33.19	6.35	62.53	17.12	16.64	13.44	13.79
Developed Markets ISF	13.2%	11.0	6.0	16.0	$16.8	2.52	4.07	28.11	4.07	48.62	6.81	9.98	6.72	7.30
MSCI EAFE IMI						2.28	3.63	27.15	3.63	46.95	8.01	10.22	7.02	7.36
Emerging Markets ISF	12.5%	9.0	4.0	14.0	$15.9	-1.34	2.17	39.01	2.17	66.79	9.55	13.54	7.84	4.55
MSCI Emerging Markets IMI						-1.19	2.86	35.45	2.86	61.09	6.33	11.75	6.44	3.61
Core Fixed Income	12.8%	13.0	8.0	18.0	$16.3	-1.00	-3.29	-1.54	-3.29	2.34	4.38	3.34	3.11	3.38
Barclays U.S. Aggregate Bond Index						-1.25	-3.37	-2.12	-3.37	0.71	4.65	3.10	3.31	3.44
Emerging Market Debt	5.3%	5.0	0.0	10.0	$6.7	-2.24	-5.53	5.51	-5.53	19.10	0.53	4.38	2.76	3.28
50% JPM EMBI Global Div / 50% JPM GBI EM Global Div						-2.02	-5.61	3.14	-5.61	14.54	1.66	4.12	2.67	3.93
High Yield	6.3%	3.0	0.0	8.0	$8.0	0.15	1.44	14.03	1.44	25.18	6.34	7.72	4.87	5.91
Bloomberg Barclays U.S. High Yield 2% Issuer Cap Index						0.16	0.86	12.27	0.86	23.65	6.39	7.79	4.98	6.12
Liquidity Fund	1.6%	2.0	0.0	3.0	$2.0	0.00	0.02	0.12	0.02	0.27	1.51	1.41	0.95	0.76
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						-0.01	-0.02	0.08	-0.02	0.22	1.79	1.44	1.09	0.82
Real Assets[1]	11.3%	19.0	15.0	25.0	$14.4	N/A	-0.01	1.92	-0.01	7.81	4.51	5.76	7.50	8.32
*Blended Custom Benchmark 1Q in Arrears^* [2]						N/A	0.18	1.61	0.18	2.67	4.90	5.91	7.78	9.00
Private Investment[1]	8.0%	10.0	5.0	15.0	$10.2	N/A	5.54	24.70	5.54	44.91	16.69	14.33	14.24	13.12
*Russell 3000 + 250 basis points 1Q in Arrears^*						N/A	15.03	54.12	15.03	23.39	18.31	17.21	14.23	14.36
Private Credit[1]	0.8%	5.0	0.0	10.0	$1.0	N/A	2.59	11.34	2.59	N/A	N/A	N/A	N/A	N/A
*S&P / LSTA Leveraged Loan Index + 150 basis points 1Q in Arrears^*						N/A	4.15	19.81	4.15	N/A	N/A	N/A	N/A	N/A
Alternative Investment Fund	5.2%	3.0	0.0	10.0	$6.7	0.25	1.02	7.52	1.02	11.12	2.65	4.18	2.73	3.10
Absolute Return Strategy blended benchmark [3]						0.24	0.46	2.02	0.46	3.50	4.37	2.90	2.08	1.48

(1) Actual performance, reported one quarter in arrears.

(2) A blended benchmark comprised of the weightings of Real Estate, Infrastructure / Natural Resources and U.S. TIPS as of April 2020.

(3) A blended benchmark comprised of the weightings of each of the investments utilized within the fund of funds vehicle multiplied by their respective benchmarks as of April 2020.

STATE JUDGES RETIREMENT FUND

Net of All Fees and Expenses

Periods Ending March 31, 2021

											Compound, annualized returns			
Funds *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year	Five Year	Seven Year	Ten Year
State Judges Retirement Fund	**100.0%**				**$278.4**	**1.17**	**2.06**	**17.36**	**2.06**	**31.54**	**8.33**	**9.29**	**7.35**	**7.37**
Policy Benchmark						*1.28*	*2.96*	*18.94*	*2.96*	*26.41*	*9.09*	*9.59*	*7.43*	*7.62*
Dynamic Benchmark						*1.15*	*2.75*	*18.33*	*2.75*	*28.43*	*9.26*	*9.71*	*7.55*	*N/A*
Domestic Equity	**23.0%**	**20.0**	15.0	25.0	**$63.9**	**3.75**	**6.46**	**32.89**	**6.46**	**61.53**	**16.86**	**16.56**	**13.37**	**13.64**
Russell 3000						*3.58*	*6.35*	*33.19*	*6.35*	*62.53*	*17.12*	*16.64*	*13.44*	*13.79*
Developed Markets ISF	**13.2%**	**11.0**	6.0	16.0	**$36.7**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.81**	**9.99**	**6.72**	**7.31**
MSCI EAFE IMI Net						*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*7.36*
Emerging Markets ISF	**12.6%**	**9.0**	4.0	14.0	**$35.0**	**-1.34**	**2.17**	**39.01**	**2.17**	**66.79**	**9.55**	**13.54**	**7.84**	**4.55**
MSCI Emerging Markets IMI						*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*3.61*
Core Fixed Income	**12.8%**	**13.0**	8.0	18.0	**$35.7**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**3.38**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Emerging Market Debt	**5.2%**	**5.0**	0.0	10.0	**$14.6**	**-2.24**	**-5.53**	**5.51**	**-5.53**	**19.10**	**0.54**	**4.39**	**2.76**	**3.28**
50% JPM EMBI Global Div / 50% JPM GBI EM Global Div						*-2.02*	*-5.61*	*3.14*	*-5.61*	*14.54*	*1.66*	*4.12*	*2.67*	*3.93*
High Yield	**6.3%**	**3.0**	0.0	8.0	**$17.5**	**0.15**	**1.44**	**14.03**	**1.44**	**25.18**	**6.34**	**7.72**	**4.87**	**5.91**
Bloomberg Barclays U.S. High Yield 2% Issuer Cap Index						*0.16*	*0.86*	*12.27*	*0.86*	*23.65*	*6.39*	*7.79*	*4.98*	*6.12*
Liquidity Fund	**1.8%**	**2.0**	0.0	3.0	**$4.9**	**0.00**	**0.02**	**0.12**	**0.02**	**0.27**	**1.51**	**1.41**	**0.96**	**0.74**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*
Real Assets[(1)]	**11.3%**	**19.0**	15.0	25.0	**$31.4**	**N/A**	**-0.01**	**1.92**	**-0.01**	**7.81**	**4.51**	**5.76**	**7.50**	**8.32**
*Blended Custom Benchmark 1Q in Arrears^* [(2)]						*N/A*	*0.18*	*1.61*	*0.18*	*2.67*	*4.90*	*5.91*	*7.78*	*9.00*
Private Investment[(1)]	**7.9%**	**10.0**	5.0	15.0	**$22.1**	**N/A**	**5.54**	**24.70**	**5.54**	**44.91**	**16.69**	**14.33**	**14.24**	**13.12**
*Russell 3000 + 250 basis points 1Q in Arrears^*						*N/A*	*15.03*	*54.12*	*15.03*	*23.39*	*18.31*	*17.21*	*14.23*	*14.36*
Private Credit[(1)]	**0.8%**	**5.0**	0.0	10.0	**$2.2**	**N/A**	**2.59**	**11.34**	**2.59**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
*S&P / LSTA Leveraged Loan Index + 150 basis points 1Q in Arrears^*						*N/A*	*4.15*	*19.81*	*4.15*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*
Alternative Investment Fund	**5.2%**	**3.0**	0.0	10.0	**$14.5**	**0.25**	**1.02**	**7.52**	**1.02**	**11.12**	**2.65**	**4.18**	**2.73**	**3.10**
Absolute Return Strategy blended benchmark [(3)]						*0.24*	*0.46*	*2.02*	*0.46*	*3.50*	*4.37*	*2.90*	*2.08*	*1.48*

(1) Actual performance, reported one quarter in arrears.

(2) A blended benchmark comprised of the weightings of Real Estate, Infrastructure / Natural Resources and U.S. TIPS as of April 2020.

(3) A blended benchmark comprised of the weightings of each of the investments utilized within the fund of funds vehicle multiplied by their respective benchmarks as of April 2020.

STATE'S ATTORNEYS' RETIREMENT FUND

Net of All Fees and Expenses

Periods Ending March 31, 2021

Funds / *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year (Compound, annualized returns)	Five Year (Compound, annualized returns)	Seven Year (Compound, annualized returns)	Ten Year (Compound, annualized returns)
State's Attorneys' Retirement Fund	**100.0%**				**$2.5**	**1.18**	**2.06**	**17.33**	**2.06**	**31.45**	**7.92**	**9.29**	**7.02**	**7.04**
Policy Benchmark						*1.28*	*2.96*	*18.94*	*2.96*	*26.41*	*9.55*	*10.03*	*7.67*	*N/A*
Dynamic Benchmark						*1.15*	*2.76*	*18.29*	*2.76*	*28.37*	*9.42*	*9.94*	*7.61*	*N/A*
Domestic Equity	**22.9%**	**20.0**	15.0	25.0	**$0.6**	**3.75**	**6.46**	**32.89**	**6.46**	**61.53**	**16.86**	**16.56**	**13.37**	**13.64**
Russell 3000						*3.58*	*6.35*	*33.19*	*6.35*	*62.53*	*17.12*	*16.64*	*13.44*	*13.79*
Developed Markets ISF	**13.2%**	**11.0**	6.0	16.0	**$0.3**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.82**	**9.99**	**6.72**	**N/A**
MSCI EAFE IMI Net						*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*N/A*
Emerging Markets ISF	**12.5%**	**9.0**	4.0	14.0	**$0.3**	**-1.34**	**2.17**	**39.01**	**2.17**	**66.79**	**9.55**	**13.54**	**7.84**	**N/A**
MSCI Emerging Markets IMI						*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*N/A*
Core Fixed Income	**12.8%**	**13.0**	8.0	18.0	**$0.3**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**3.42**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Emerging Market Debt	**5.2%**	**5.0**	0.0	10.0	**$0.1**	**-2.24**	**-5.53**	**5.51**	**-5.53**	**19.10**	**0.53**	**4.38**	**2.76**	**3.28**
50% JPM EMBI Global Div / 50% JPM GBI EM Global Div						*-2.02*	*-5.61*	*3.14*	*-5.61*	*14.54*	*1.66*	*4.12*	*2.67*	*3.93*
High Yield	**6.2%**	**3.0**	0.0	8.0	**$0.2**	**0.15**	**1.44**	**14.03**	**1.44**	**25.18**	**6.34**	**7.72**	**4.88**	**5.89**
Bloomberg Barclays U.S. High Yield 2% Issuer Cap Index						*0.16*	*0.86*	*12.27*	*0.86*	*23.65*	*6.39*	*7.79*	*4.98*	*6.12*
Liquidity Fund	**1.9%**	**2.0**	0.0	3.0	**$0.0**	**0.00**	**0.02**	**0.12**	**0.02**	**0.27**	**1.51**	**1.42**	**0.97**	**0.77**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*
Real Assets(1)	**11.3%**	**19.0**	15.0	25.0	**$0.3**	**N/A**	**-0.01**	**1.92**	**-0.01**	**7.81**	**N/A**	**N/A**	**N/A**	**N/A**
*Blended Custom Benchmark 1Q in Arrears^* (2)						*N/A*	*0.18*	*1.61*	*0.18*	*2.67*	*N/A*	*N/A*	*N/A*	*N/A*
Private Investment(1)	**8.0%**	**10.0**	5.0	15.0	**$0.2**	**N/A**	**5.54**	**24.70**	**5.54**	**44.91**	**N/A**	**N/A**	**N/A**	**N/A**
*Russell 3000 + 250 basis points 1Q in Arrears^*						*N/A*	*15.03*	*54.12*	*15.03*	*23.39*	*N/A*	*N/A*	*N/A*	*N/A*
Private Credit(1)	**0.8%**	**5.0**	0.0	10.0	**$0.0**	**N/A**	**2.59**	**11.34**	**2.59**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
*S&P / LSTA Leveraged Loan Index + 150 basis points 1Q in Arrears^*						*N/A*	*4.15*	*19.81*	*4.15*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*
Alternative Investment Fund	**5.3%**	**3.0**	0.0	10.0	**$0.1**	**0.25**	**1.02**	**7.52**	**1.02**	**11.12**	**N/A**	**N/A**	**N/A**	**N/A**
Absolute Return Strategy blended benchmark (3)						*0.24*	*0.46*	*2.02*	*0.46*	*3.50*	*N/A*	*N/A*	*N/A*	*N/A*

(1) Actual performance, reported one quarter in arrears.

(2) A blended benchmark comprised of the weightings of Real Estate, Infrastructure / Natural Resources and U.S. TIPS as of April 2020.

(3) A blended benchmark comprised of the weightings of each of the investments utilized within the fund of funds vehicle multiplied by their respective benchmarks as of April 2020.

AGRICULTURAL COLLEGE FUND

Net of All Fees and Expenses
Periods Ending March 31, 2021

Funds / *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year	Five Year	Seven Year	Ten Year
											Compound, annualized returns			
Agricultural College Fund	**100.0%**				**$0.7**	**-0.99**	**-3.29**	**-1.51**	**-3.29**	**2.37**	**4.42**	**3.38**	**3.14**	**3.32**
Policy Benchmark						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.33*
Dynamic Benchmark						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*N/A*
Core Fixed Income	**99.7%**	**100.0**	100.0	100.0	**$0.7**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**3.38**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Liquidity Fund [1]	**0.3%**				**$0.0**	**0.00**	**0.00**	**0.06**	**0.00**	**0.26**	**1.35**	**1.07**	**0.72**	**0.62**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*

[1] Operational cash balance and expense accruals

ANDREW C. CLARK FUND

Net of All Fees and Expenses
Periods Ending March 31, 2021

Funds / *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year	Five Year	Seven Year	Ten Year
											Compound, annualized returns			
Andrew C. Clark Fund	**100.0%**				**$1.4**	**0.16**	**-0.67**	**8.27**	**-0.67**	**16.93**	**7.06**	**6.66**	**5.42**	**5.81**
Policy Benchmark						*-0.10*	*-0.83*	*7.26*	*-0.83*	*15.38*	*7.21*	*6.38*	*5.50*	*5.82*
Dynamic Benchmark						*-0.05*	*-0.76*	*7.66*	*-0.76*	*15.43*	*7.31*	*6.47*	*5.55*	*N/A*
Domestic Equity	**16.4%**	**15.0**	10.0	20.0	**$0.2**	**3.75**	**6.46**	**32.89**	**6.46**	**61.53**	**16.87**	**16.56**	**13.37**	**13.63**
Russell 3000						*3.58*	*6.35*	*33.19*	*6.35*	*62.53*	*17.12*	*16.64*	*13.44*	*13.79*
Developed Markets ISF	**11.8%**	**11.0**	6.0	16.0	**$0.2**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.82**	**9.99**	**6.72**	**N/A**
MSCI EAFE IMI Net						*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*N/A*
Emerging Markets ISF	**4.3%**	**4.0**	0.0	5.0	**$0.1**	**-1.34**	**2.17**	**39.01**	**2.17**	**66.79**	**9.55**	**13.54**	**7.84**	**N/A**
MSCI Emerging Markets IMI						*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*N/A*
Core Fixed Income	**65.6%**	**67.0**	57.0	77.0	**$0.9**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**3.38**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Liquidity Fund	**2.0%**	**3.0**	0.0	4.0	**$0.0**	**0.00**	**0.02**	**0.81**	**0.02**	**0.97**	**4.04**	**3.40**	**2.26**	**1.70**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*

SOLDIERS' SAILORS' & MARINES' FUND

Net of All Fees and Expenses

Periods Ending March 31, 2021

Funds / *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year	Five Year	Seven Year	Ten Year
											Compound, annualized returns			
Soldiers' Sailors' & Marines Fund	**100.0%**				**$88.3**	**0.17**	**-0.66**	**8.31**	**-0.66**	**16.93**	**7.07**	**6.66**	**5.42**	**5.89**
Policy Benchmark						*-0.10*	*-0.83*	*7.26*	*-0.83*	*15.38*	*7.21*	*6.38*	*5.50*	*5.89*
Dynamic Benchmark						*-0.05*	*-0.75*	*7.72*	*-0.75*	*15.45*	*7.34*	*6.49*	*5.56*	*N/A*
Domestic Equity	**16.3%**	**15.0**	10.0	20.0	**$14.4**	**3.75**	**6.46**	**32.89**	**6.46**	**61.53**	**16.87**	**16.56**	**13.37**	**13.65**
Russell 3000						*3.58*	*6.35*	*33.19*	*6.35*	*62.53*	*17.12*	*16.64*	*13.44*	*13.79*
Developed Markets ISF	**12.0%**	**11.0**	6.0	16.0	**$10.6**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.82**	**9.99**	**6.72**	**N/A**
MSCI EAFE IMI Net						*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*N/A*
Emerging Markets ISF	**4.4%**	**4.0**	0.0	5.0	**$3.9**	**-1.34**	**2.17**	**39.01**	**2.17**	**66.79**	**9.55**	**13.54**	**7.84**	**N/A**
MSCI Emerging Markets IMI						*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*N/A*
Core Fixed Income	**65.3%**	**67.0**	57.0	77.0	**$57.7**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**3.38**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Liquidity Fund	**2.1%**	**3.0**	0.0	4.0	**$1.9**	**0.00**	**0.02**	**0.12**	**0.02**	**0.27**	**1.51**	**1.42**	**0.96**	**0.77**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*

SCHOOL FUND

Net of All Fees and Expenses
Periods Ending March 31, 2021

Funds / *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year	Five Year	Seven Year	Ten Year
											Compound, annualized returns			
School Fund	**100.0%**				**$13.3**	**0.14**	**-0.72**	**8.36**	**-0.72**	**17.01**	**7.07**	**6.68**	**5.44**	**5.80**
Policy Benchmark						*-0.10*	*-0.83*	*7.26*	*-0.83*	*15.38*	*7.21*	*6.38*	*5.50*	*5.82*
Dynamic Benchmark						*-0.08*	*-0.81*	*7.76*	*-0.81*	*15.52*	*7.33*	*6.49*	*5.58*	*N/A*
Domestic Equity	**16.1%**	**15.0**	10.0	20.0	**$2.1**	**3.75**	**6.46**	**32.89**	**6.46**	**61.53**	**16.87**	**16.56**	**13.37**	**13.64**
Russell 3000						*3.58*	*6.35*	*33.19*	*6.35*	*62.53*	*17.12*	*16.64*	*13.44*	*13.79*
Developed Markets ISF	**11.7%**	**11.0**	6.0	16.0	**$1.6**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.82**	**9.99**	**6.72**	**N/A**
MSCI EAFE IMI Net						*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*N/A*
Emerging Markets ISF	**4.1%**	**4.0**	0.0	5.0	**$0.6**	**-1.34**	**2.17**	**39.01**	**2.17**	**66.79**	**9.55**	**13.54**	**7.84**	**N/A**
MSCI Emerging Markets IMI						*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*N/A*
Core Fixed Income	**67.3%**	**67.0**	57.0	77.0	**$8.9**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**3.38**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Liquidity Fund	**0.7%**	**3.0**	0.0	4.0	**$0.1**	**0.01**	**0.02**	**0.17**	**0.02**	**0.48**	**2.69**	**2.32**	**1.51**	**1.14**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*

IDA EATON COTTON FUND

Net of All Fees and Expenses

Periods Ending March 31, 2021

Funds / *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year	Five Year	Seven Year	Ten Year
											Compound, annualized returns			
IDA Eaton Cotton Fund	**100.0%**				**$3.0**	**0.16**	**-0.69**	**8.29**	**-0.69**	**16.92**	**7.05**	**6.66**	**5.41**	**5.81**
Policy Benchmark						*-0.10*	*-0.83*	*7.26*	*-0.83*	*15.38*	*7.21*	*6.38*	*5.50*	*5.82*
Dynamic Benchmark						*-0.06*	*-0.78*	*7.69*	*-0.78*	*15.43*	*7.31*	*6.47*	*5.55*	*N/A*
Domestic Equity	**16.2%**	**15.0**	10.0	20.0	**$0.5**	**3.75**	**6.46**	**32.88**	**6.46**	**61.53**	**16.87**	**16.56**	**13.37**	**13.64**
Russell 3000						*3.58*	*6.35*	*33.19*	*6.35*	*62.53*	*17.12*	*16.64*	*13.44*	*13.79*
Developed Markets ISF	**11.7%**	**11.0**	6.0	16.0	**$0.3**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.82**	**9.99**	**6.72**	**N/A**
MSCI EAFE IMI Net						*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*N/A*
Emerging Markets ISF	**4.1%**	**4.0**	0.0	5.0	**$0.1**	**-1.34**	**2.17**	**39.01**	**2.17**	**66.79**	**9.55**	**13.54**	**7.84**	**N/A**
MSCI Emerging Markets IMI						*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*N/A*
Core Fixed Income	**65.6%**	**67.0**	57.0	77.0	**$2.0**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**3.38**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Liquidity Fund	**2.4%**	**3.0**	0.0	4.0	**$0.1**	**0.00**	**0.02**	**0.69**	**0.02**	**0.85**	**4.36**	**3.57**	**2.38**	**1.76**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*

HOPEMEAD FUND

Net of All Fees and Expenses

Periods Ending March 31, 2021

Funds *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year (Compound, annualized returns)	Five Year	Seven Year	Ten Year
Hopemead Fund	**100.0%**				**$4.8**	**0.15**	**-0.70**	**8.27**	**-0.70**	**16.92**	**7.02**	**6.62**	**5.38**	**5.70**
Policy Benchmark						*-0.10*	*-0.83*	*7.26*	*-0.83*	*15.38*	*7.21*	*6.38*	*5.50*	*5.82*
Dynamic Benchmark						*-0.06*	*-0.78*	*7.69*	*-0.78*	*15.45*	*7.29*	*6.44*	*5.52*	*N/A*
Domestic Equity	**16.2%**	**15.0**	10.0	20.0	**$0.8**	**3.75**	**6.46**	**32.89**	**6.46**	**61.53**	**16.87**	**16.56**	**13.37**	**13.63**
Russell 3000						*3.58*	*6.35*	*33.19*	*6.35*	*62.53*	*17.12*	*16.64*	*13.44*	*13.79*
Developed Markets ISF	**11.6%**	**11.0**	6.0	16.0	**$0.6**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.82**	**9.99**	**6.72**	**N/A**
MSCI EAFE IMI Net						*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*N/A*
Emerging Markets ISF	**4.2%**	**4.0**	0.0	5.0	**$0.2**	**-1.34**	**2.17**	**39.01**	**2.17**	**66.79**	**9.55**	**13.54**	**7.84**	**N/A**
MSCI Emerging Markets IMI						*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*N/A*
Core Fixed Income	**65.6%**	**67.0**	57.0	77.0	**$3.1**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**3.38**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Liquidity Fund	**2.4%**	**3.0**	0.0	4.0	**$0.1**	**0.00**	**0.02**	**0.12**	**0.02**	**0.27**	**1.51**	**1.42**	**0.96**	**0.78**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*

ARTS ENDOWMENT FUND

Net of All Fees and Expenses
Periods Ending March 31, 2021

Funds / *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year	Five Year	Seven Year	Ten Year
											Compound, annualized returns			
Arts Endowment Fund	**100.0%**				**$23.2**	**1.00**	**2.16**	**21.02**	**2.16**	**37.67**	**9.02**	**8.31**	**6.58**	**6.70**
Policy Benchmark						*1.03*	*2.17*	*20.46*	*2.17*	*34.81*	*9.00*	*7.92*	*6.58*	*6.81*
Dynamic Benchmark						*1.07*	*2.24*	*20.28*	*2.24*	*36.32*	*9.33*	*N/A*	*N/A*	*N/A*
Domestic Equity	**29.3%**	**28.0**	23.0	33.0	**$6.8**	**3.75**	**6.46**	**32.89**	**6.46**	**61.53**	**16.86**	**16.57**	**13.38**	**N/A**
Russell 3000						*3.58*	*6.35*	*33.19*	*6.35*	*62.53*	*17.12*	*16.64*	*13.44*	*N/A*
Developed Markets ISF	**17.4%**	**17.0**	12.0	22.0	**$4.0**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.82**	**10.00**	**6.73**	**N/A**
MSCI EAFE IMI Net						*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*N/A*
Emerging Markets ISF	**12.2%**	**12.0**	7.0	17.0	**$2.8**	**-1.34**	**2.17**	**39.01**	**2.17**	**66.79**	**9.55**	**13.55**	**7.84**	**N/A**
MSCI Emerging Markets IMI						*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*N/A*
Core Fixed Income	**15.2%**	**16.0**	11.0	21.0	**$3.5**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**3.38**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Emerging Market Debt	**7.4%**	**8.0**	3.0	13.0	**$1.7**	**-2.24**	**-5.53**	**5.51**	**-5.53**	**19.10**	**N/A**	**N/A**	**N/A**	**N/A**
50% JPM EMBI Global Div / 50% JPM GBI EM Global Div						*-2.02*	*-5.61*	*3.14*	*-5.61*	*14.54*	*N/A*	*N/A*	*N/A*	*N/A*
High Yield	**8.8%**	**9.0**	4.0	14.0	**$2.0**	**0.15**	**1.44**	**14.03**	**1.44**	**25.18**	**N/A**	**N/A**	**N/A**	**N/A**
Bloomberg Barclays U.S. High Yield 2% Issuer Cap Index						*0.16*	*0.86*	*12.27*	*0.86*	*23.65*	*N/A*	*N/A*	*N/A*	*N/A*
Private Credit(1)	**8.4%**	**9.0**	4.0	14.0	**$2.0**	**N/A**	**2.59**	**11.34**	**2.59**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
*S&P / LSTA Leveraged Loan Index + 150 basis points 1Q in Arrears^*						*N/A*	*4.15*	*19.81*	*4.15*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*
Liquidity Fund	**1.3%**	**1.0**	0.0	3.0	**$0.3**	**0.00**	**0.02**	**0.12**	**0.02**	**0.26**	**1.51**	**1.38**	**0.93**	**0.76**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*

(1) Actual performance, reported one quarter in arrears,

POLICEMEN AND FIREMEN SURVIVORS' BENEFIT FUND

Net of All Fees and Expenses

Periods Ending March 31, 2021

Funds / *Benchmark*	Percent Holdings	Policy Weights	Lower Range	Upper Range	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Compound, annualized returns: Three Year	Five Year	Seven Year	Ten Year
Policemen and Firemen Survivors' Benefit Fund	**100.0%**				**$44.4**	**1.17**	**2.05**	**17.30**	**2.05**	**31.42**	**8.23**	**9.35**	**7.43**	**7.80**
Policy Benchmark						*1.28*	*2.96*	*18.94*	*2.96*	*26.41*	*9.10*	*9.73*	*7.54*	*N/A*
Dynamic Benchmark						*1.15*	*2.75*	*18.23*	*2.75*	*28.31*	*9.15*	*9.77*	*7.61*	*N/A*
Domestic Equity	**22.9%**	**20.0**	15.0	25.0	**$10.2**	**3.75**	**6.46**	**32.89**	**6.46**	**61.53**	**16.86**	**16.56**	**13.37**	**13.83**
Russell 3000						*3.58*	*6.35*	*33.19*	*6.35*	*62.53*	*17.12*	*16.64*	*13.44*	*13.79*
Developed Markets ISF	**13.1%**	**11.0**	6.0	16.0	**$5.8**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.81**	**9.98**	**6.72**	**N/A**
MSCI EAFE IMI Net						*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*N/A*
Emerging Markets ISF	**12.5%**	**9.0**	4.0	14.0	**$5.6**	**-1.34**	**2.17**	**39.01**	**2.17**	**66.79**	**9.55**	**13.54**	**7.84**	**N/A**
MSCI Emerging Markets IMI						*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*N/A*
Core Fixed Income	**12.9%**	**13.0**	8.0	18.0	**$5.7**	**-1.00**	**-3.29**	**-1.54**	**-3.29**	**2.34**	**4.38**	**3.34**	**3.11**	**3.44**
Barclays U.S. Aggregate Bond Index						*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Emerging Market Debt	**5.2%**	**5.0**	0.0	10.0	**$2.3**	**-2.24**	**-5.53**	**5.51**	**-5.53**	**19.10**	**0.53**	**4.38**	**2.76**	**3.28**
50% JPM EMBI Global Div / 50% JPM GBI EM Global Div						*-2.02*	*-5.61*	*3.14*	*-5.61*	*14.54*	*1.66*	*4.12*	*2.67*	*3.93*
High Yield	**6.3%**	**3.0**	0.0	8.0	**$2.8**	**0.15**	**1.44**	**14.03**	**1.44**	**25.18**	**6.34**	**7.72**	**4.87**	**5.89**
Bloomberg Barclays U.S. High Yield 2% Issuer Cap Index						*0.16*	*0.86*	*12.27*	*0.86*	*23.65*	*6.39*	*7.79*	*4.98*	*6.12*
Liquidity Fund	**1.8%**	**2.0**	0.0	3.0	**$0.8**	**0.00**	**0.02**	**0.12**	**0.02**	**0.27**	**1.51**	**1.42**	**0.96**	**0.77**
50% U.S. 3-Month T-Bill / 50% Bloomberg Barclays US Government Treasury 1 to 3 Year Index						*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*
Real Assets[1]	**11.3%**	**19.0**	15.0	25.0	**$5.0**	**N/A**	**-0.01**	**1.92**	**-0.01**	**7.81**	**4.51**	**5.76**	**7.50**	**8.28**
*Blended Custom Benchmark 1Q in Arrears^* [2]						*N/A*	*0.18*	*1.61*	*0.18*	*2.67*	*4.90*	*5.91*	*7.78*	*9.00*
Private Investment[1]	**8.0%**	**10.0**	5.0	15.0	**$3.5**	**N/A**	**5.54**	**24.70**	**5.54**	**44.91**	**16.69**	**14.33**	**14.24**	**N/A**
*Russell 3000 + 250 basis points 1Q in Arrears^*						*N/A*	*15.03*	*54.12*	*15.03*	*23.39*	*18.31*	*17.21*	*14.23*	*N/A*
Private Credit[1]	**0.7%**	**5.0**	0.0	10.0	**$0.3**	**N/A**	**2.59**	**11.34**	**2.59**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
*S&P / LSTA Leveraged Loan Index + 150 basis points 1Q in Arrears^*						*N/A*	*4.15*	*19.81*	*4.15*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*
Alternative Investment Fund	**5.3%**	**3.0**	0.0	10.0	**$2.3**	**0.25**	**1.02**	**7.52**	**1.02**	**11.12**	**2.65**	**4.18**	**2.73**	**N/A**
Absolute Return Strategy blended benchmark [3]						*0.24*	*0.46*	*2.02*	*0.46*	*3.50*	*4.37*	*2.90*	*2.08*	*N/A*

(1) Actual performance, reported one quarter in arrears.

(2) A blended benchmark comprised of the weightings of Real Estate, Infrastructure / Natural Resources and U.S. TIPS as of April 2020.

(3) A blended benchmark comprised of the weightings of each of the investments utilized within the fund of funds vehicle multiplied by their respective benchmarks as of April 2020.

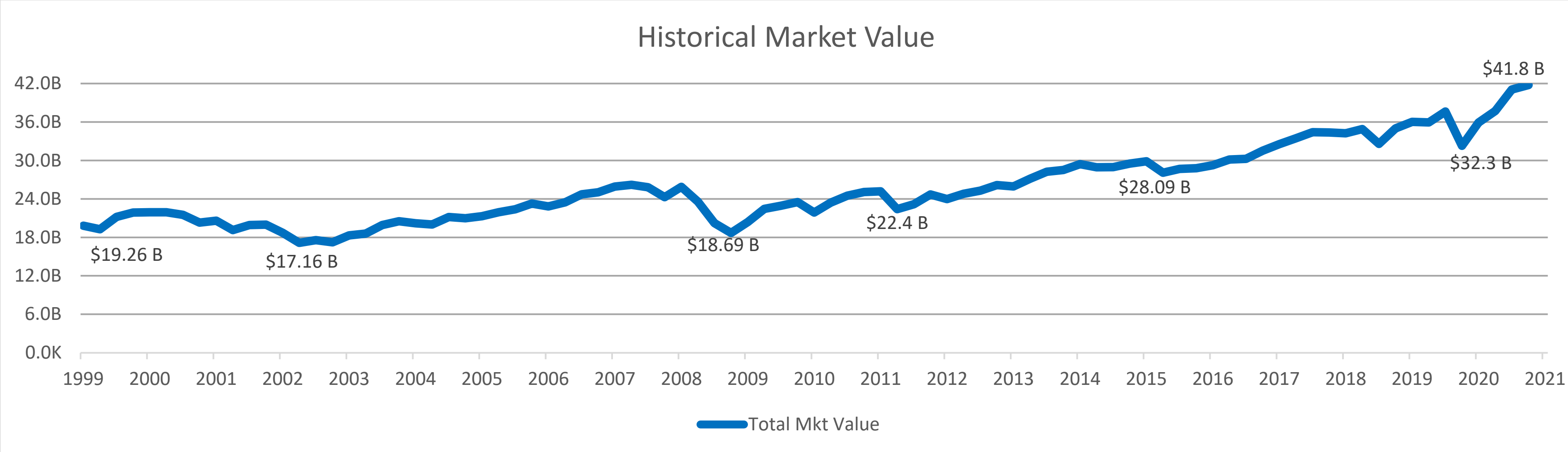
State of Connecticut Retirement Plans and Trust Funds

IAC Executive Performance & Asset Allocation Dashboard

Period End: March 31, 2021

Pension Fund Management

Historical CRPTF Growth in Assets



Footnote: Net Performance
Source: BNY Mellon, PFM

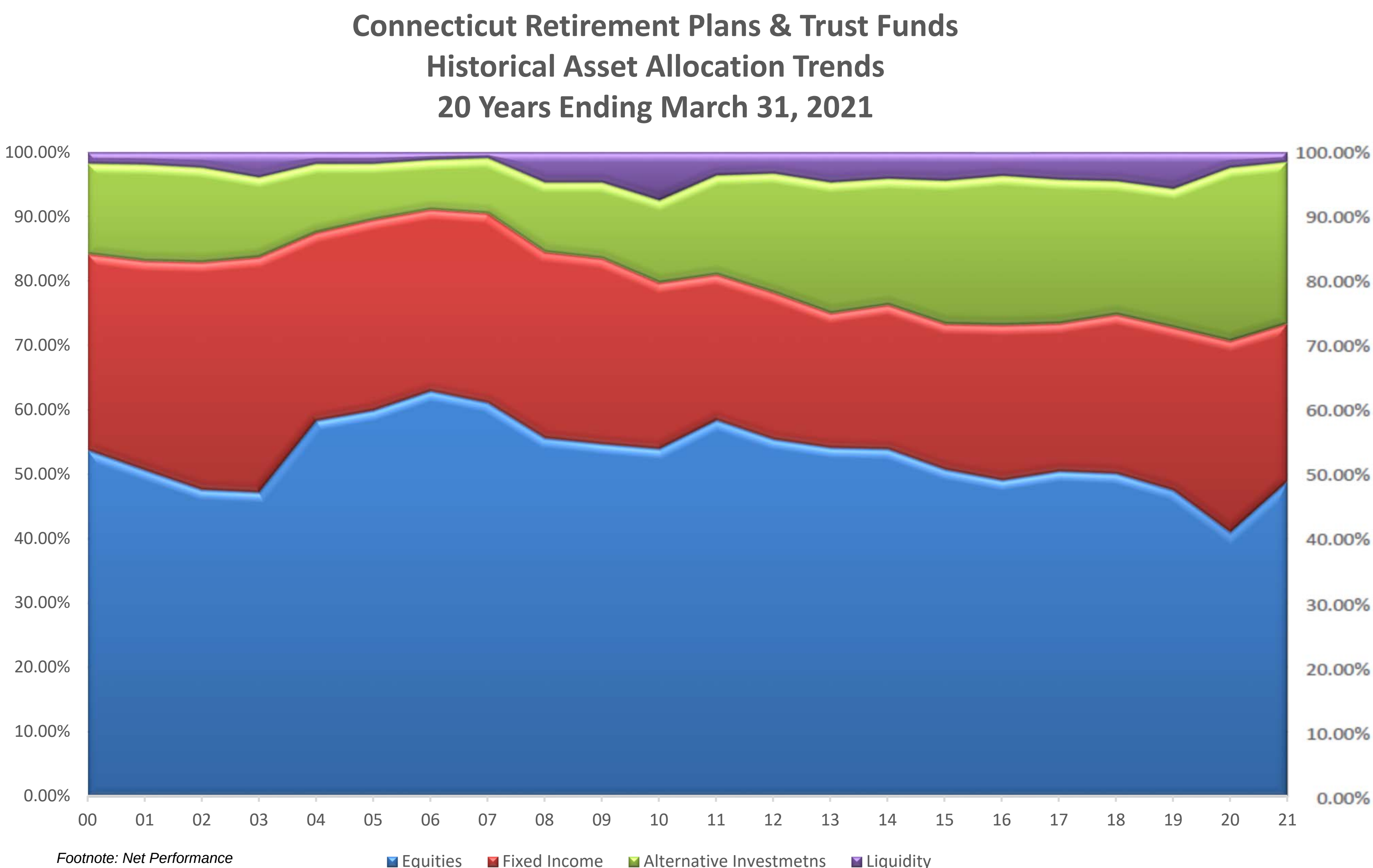
June 30, 2000	
Total Equities:	**53.77%**
Domestic Equity	40.40%
Developed Market Int'l Stocks	13.37%
Total Fixed Income:	**32.20%**
Core Fixed Income	30.44%
Liquidity Fund	1.76%
Total Alternatives:	**14.03%**
Private Equity	11.70%
Real Assets	2.33%

June 30, 2010	
Total Equities:	**53.94%**
Domestic Equity	24.18%
Developed Market Int'l Stocks	20.28%
Emerging Market Int'l Stocks	9.48%
Total Fixed Income:	**33.27%**
Core Fixed Income	12.37%
Inflation Linked Bond	4.86%
Emerging Market Debt	5.38%
High Yield Debt	3.17%
Liquidity Fund	7.49%
Total Alternatives:	**12.79%**
Private Equity	9.21%
Real Assets	3.58%

June 30, 2020	
Total Equities:	**41.00%**
Domestic Equity	20.20%
Developed Market Int'l Stocks	11.30%
Emerging Market Int'l Stocks	9.50%
Total Fixed Income:	**32.10%**
Core Fixed Income	18.40%
Emerging Market Debt	5.20%
High Yield Debt	6.10%
Liquidity Fund	2.40%
Total Alternatives:	**26.90%**
Private Equity	7.50%
Real Assets	12.00%
Private Credit	0.40%
Alternative Investment Fund	7.00%

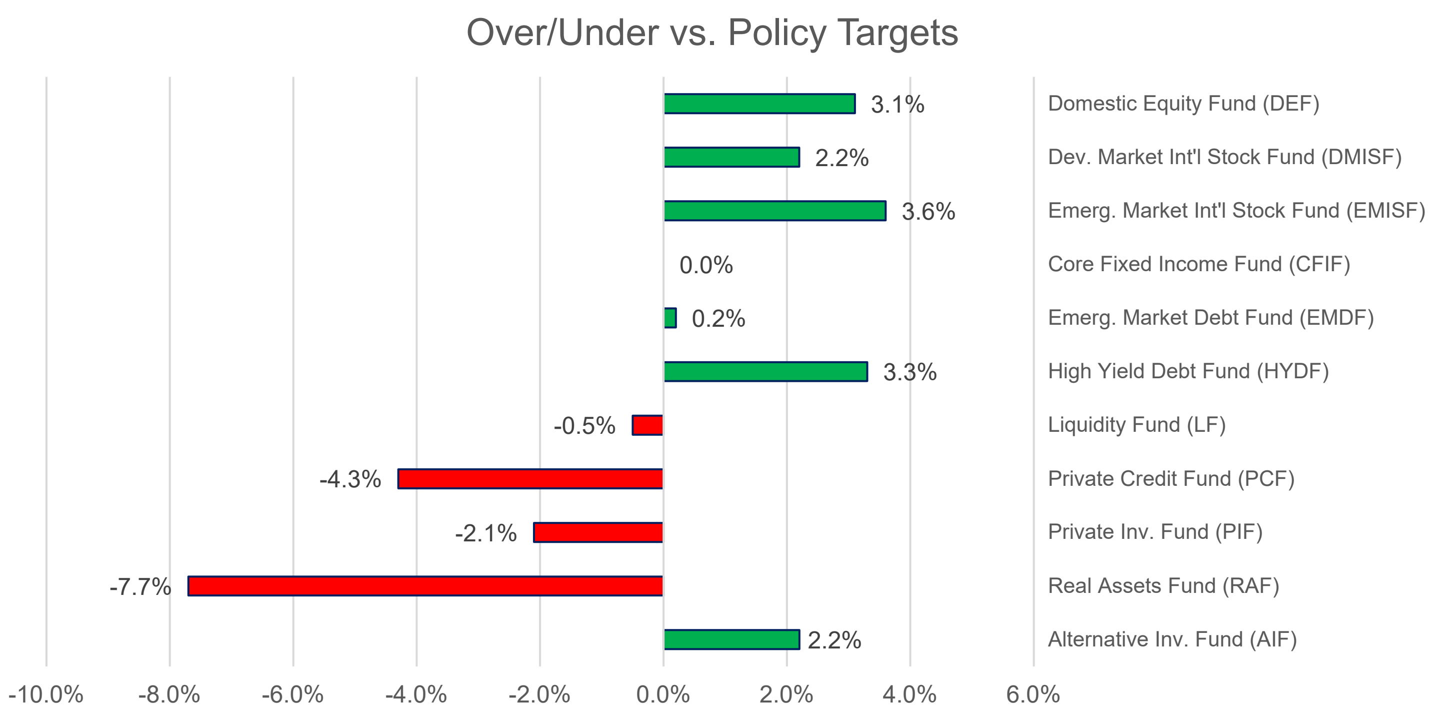
March 31, 2021	
Total Equities:	**48.90%**
Domestic Equity	23.10%
Developed Market Int'l Stocks	13.20%
Emerging Market Int'l Stocks	12.60%
Total Fixed Income:	**26.00%**
Core Fixed Income	13.0%
Emerging Market Debt	5.20%
High Yield Debt	6.30%
Liquidity Fund	1.50%
Total Alternatives:	**25.10%**
Private Equity	7.90%
Real Assets	11.30%
Private Credit	0.70%
Alternative Investment Fund	5.20%

Historical Asset Allocation



Footnote: Net Performance
Source: BNY Mellon, PFM

Asset Allocation vs. Policy Targets as of 3/31/2021

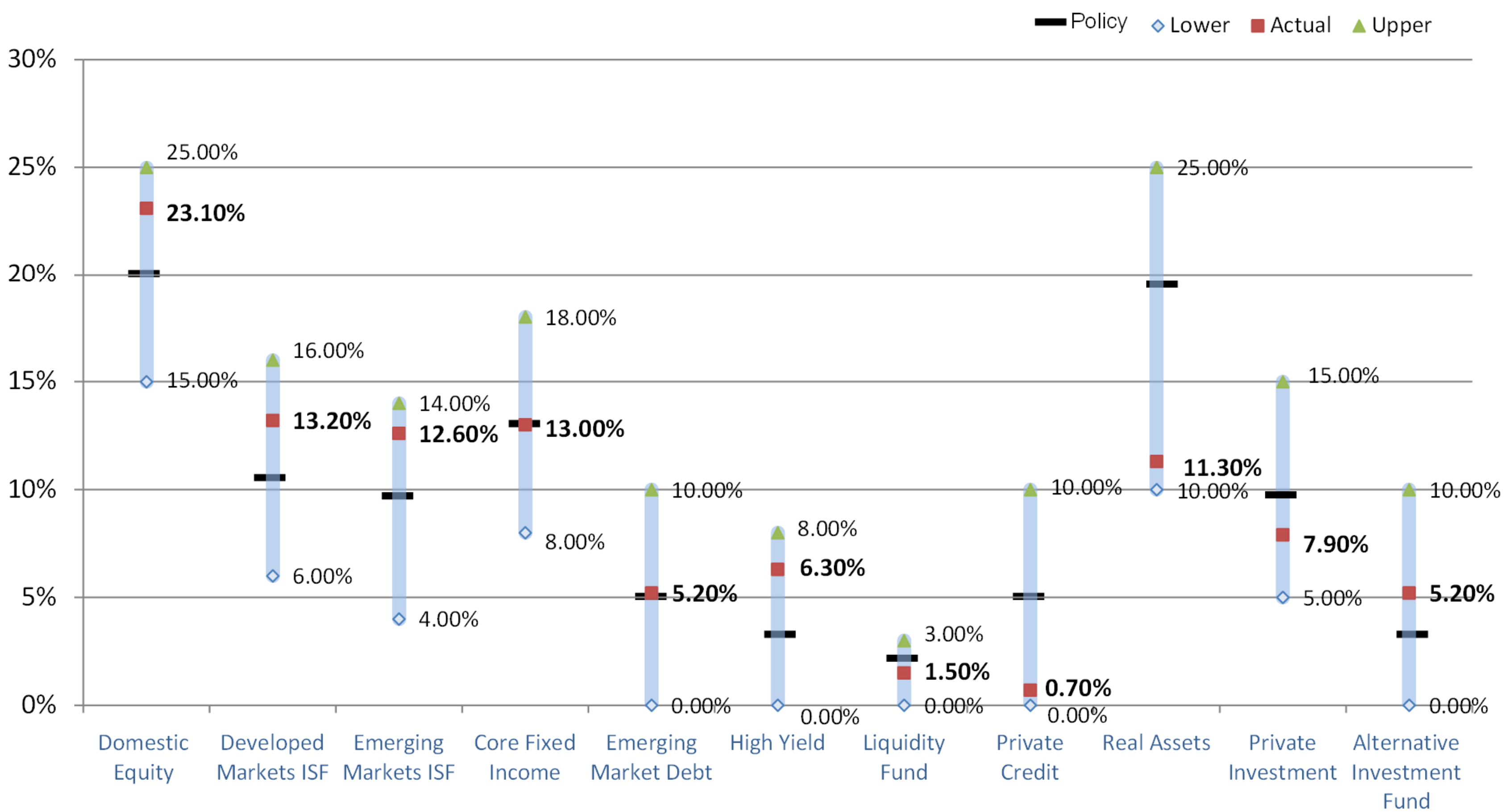


Footnote: Net Performance
Source: BNY Mellon, PFM

CRPTF

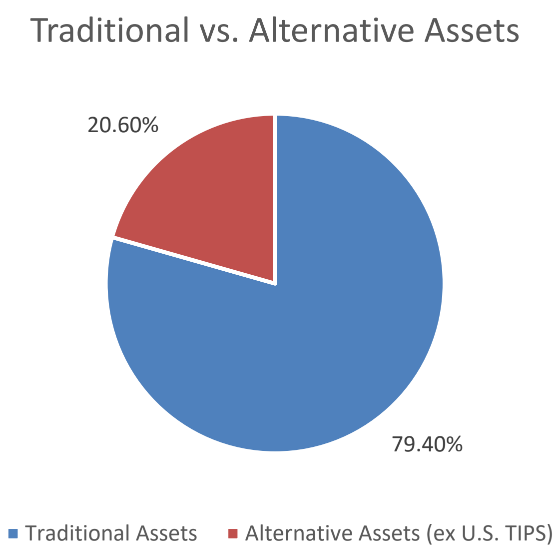
	Actual	Target Policy	Lower Range	Upper Range	Market Value ($)
Domestic Equity Fund (DEF)	**23.1%**	20.0%	15.0%	25.0%	9,643.4
Developed Market International Stock Fund (DMISF)	**13.2%**	11.0%	6.0%	16.0%	5,512.6
Emerging Market International Stock Fund (EMISF)	**12.6%**	9.0%	4.0%	14.0%	5,259.8
Core Fixed Income Fund (CFIF)	**13.0%**	13.0%	8.0%	18.0%	5,422.8
Emerging Market Debt Fund (EMDF)	**5.2%**	5.0%	0.0%	10.0%	2,183.4
High Yield Debt Fund (HYDF)	**6.3%**	3.0%	0.0%	8.0%	2,631.5
Liquidity Fund (LF)	**1.5%**	2.0%	0.0%	3.0%	608.5
Private Credit Fund (PCF)	**0.7%**	5.0%	0.0%	10.0%	305.6
Private Investment Fund (PIF)	**7.9%**	10.0%	5.0%	15.0%	3,302.7
Real Assets Fund (RAF)	**11.3%**	19.0%	10.0%	25.0%	4,729.6
Alternative Investment Fund (AIF)	**5.2%**	3.0%	0.0%	10.0%	2,179.0
TOTAL	**100.0%**	**100.0%**			

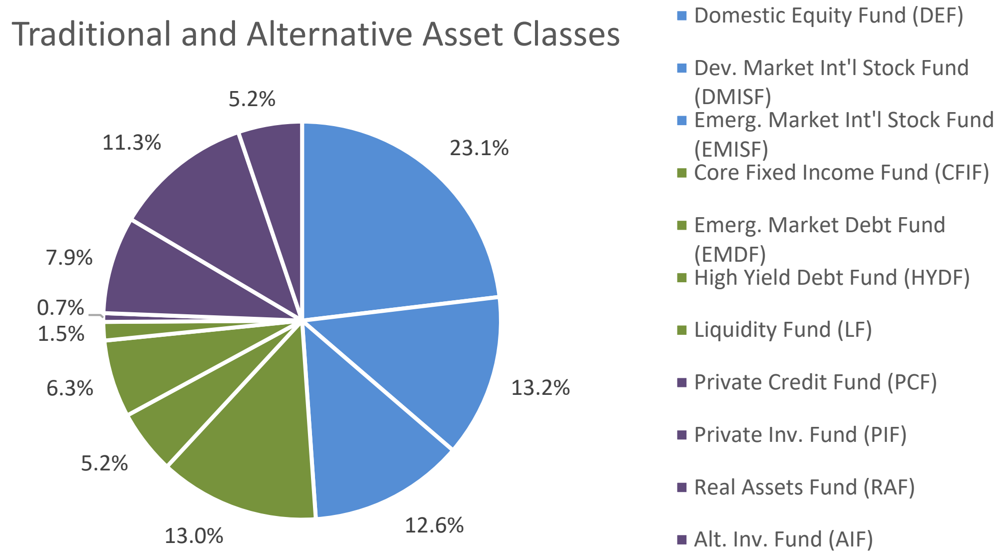
Asset Allocation Policy Ranges as of 3/31/2021

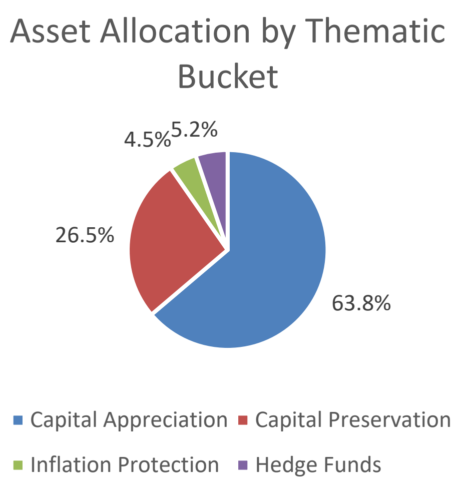


Real Assets is comprised of three sub-asset classes and targets (Real Estate 10%, Infrastructure & Natural Resources 4%, US TIPS 5%)
Source: BNY Mellon, PFM

Asset Allocation Charts as of 3/31/2021





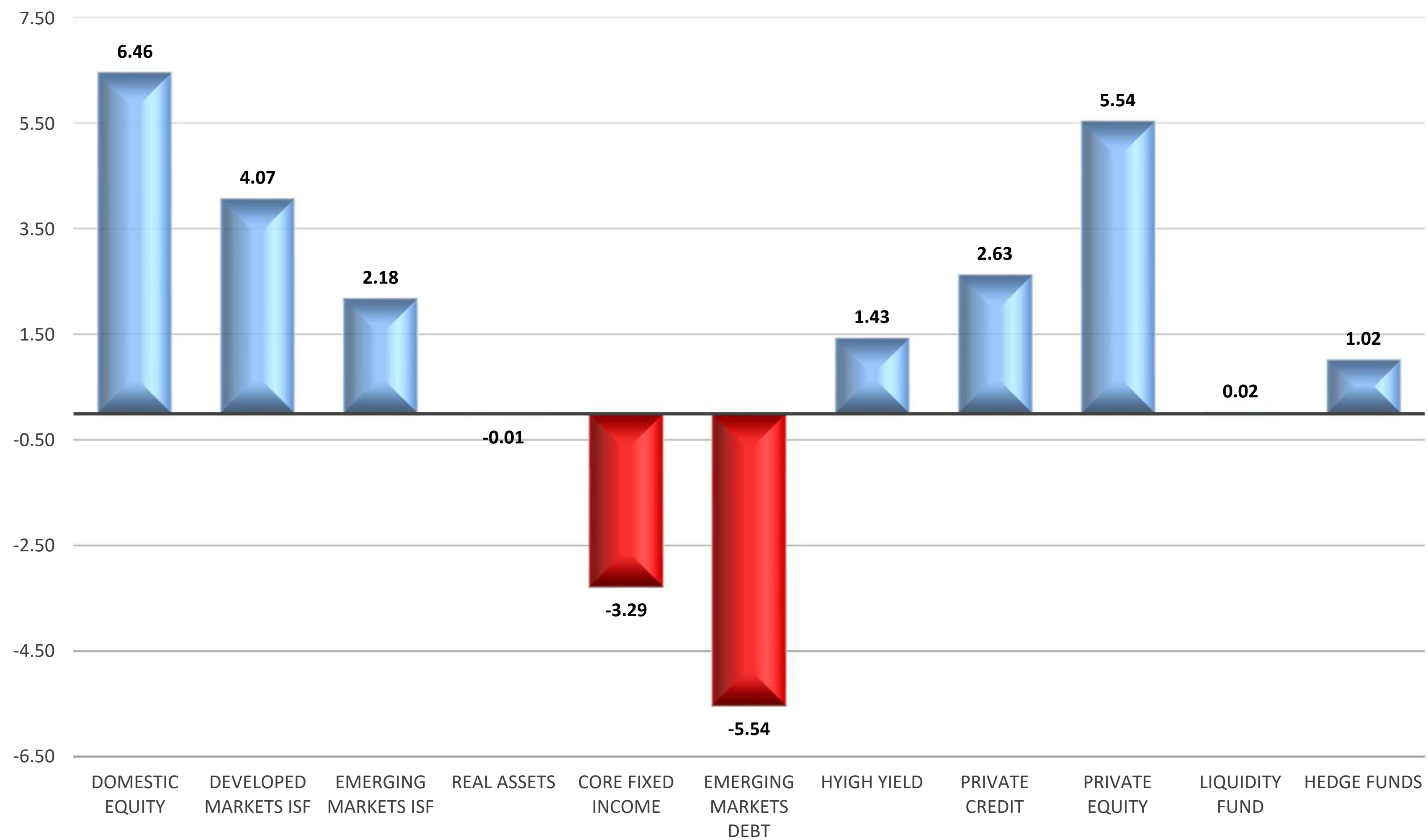


Footnote: Net Performance

Asset Class Thematic Classification

Domestic Equity Fund (DEF)	Capital Appreciation	**23.1%**
Developed Market International Stock Fund (DMISF)	Capital Appreciation	**13.2%**
Emerging Market International Stock Fund (EMISF)	Capital Appreciation	**12.6%**
High Yield Debt Fund (HYDF)	Capital Appreciation	**6.3%**
Private Credit Fund (PCF)	Capital Appreciation	**0.7%**
Private Investment Fund (PIF)	Capital Appreciation	**7.9%**
Core Fixed Income Fund (CFIF)	Capital Preservation	**13.0%**
Emerging Market Debt Fund (EMDF)	Capital Preservation	**5.2%**
Liquidity Fund (LF)	Capital Preservation	**1.5%**
Real Assets Fund (RAF) *(less U.S. TIPS)*	Capital Preservation	**6.8%**
U.S. TIPS	Inflation Protection	**4.5%**
Alternative Investment Fund (AIF)	Hedge Funds	**5.2%**

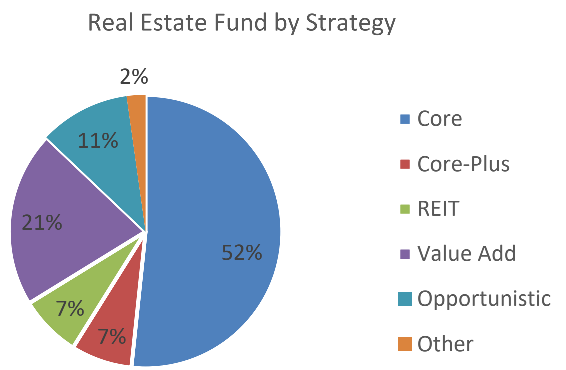
First Quarter 2021 Returns by Asset Class (as of 3/31/2021)

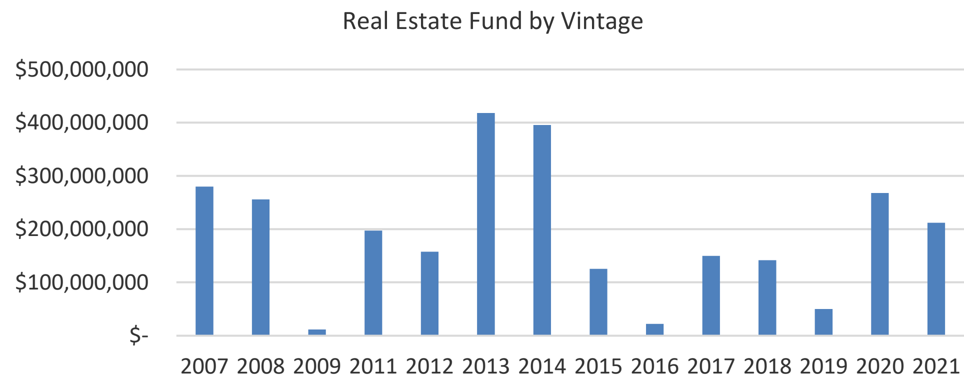


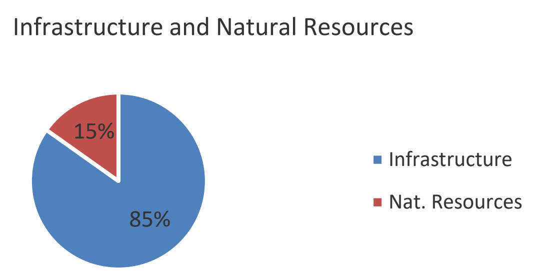
Footnote: Net Performance
Source: BNY Mellon, PFM

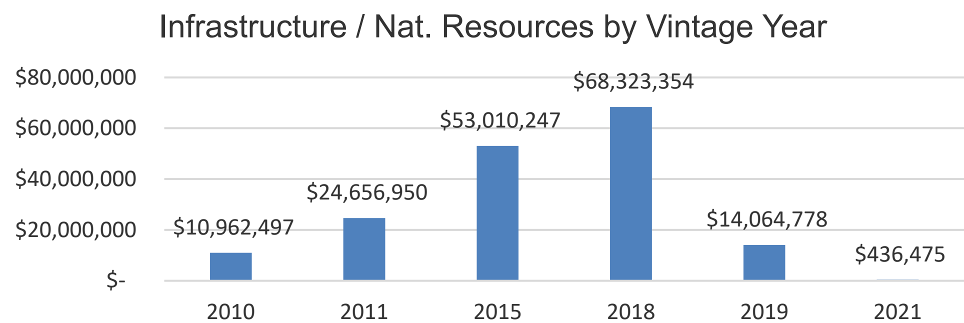
Real Assets Fund as of First Quarter 2021 (as of 3/31/2021)

	Market Value	% of Total	Month	3 Months	Fiscal YTD	1 Year	3 Years	5 Years	7 Years	10 Years
REAL ASSETS FUNDS [1]	**$4,785,079,853**	**100%**	**N/A**	**-0.01**	**1.92**	**7.81**	**4.52**	**5.76**	**7.50**	**8.32**
Real Assets Custom Benchmark			N/A	0.18	1.61	2.67	4.90	5.91	7.78	9.00
Difference			*N/A*	*-0.19*	*0.31*	*5.14*	*-0.38*	*-0.15*	*-0.28*	*-0.68*
REAL ESTATE	$2,747,028,339	57%	*N/A*	1.33	1.32					
INFRASTRCTURE/NATURAL RESOURCE	$171,454,300	4%	*N/A*	*-1.83*	*-1.49*					
U.S. TIPS	$1,866,597,213	39%	*0.18*	*-1.64*	*2.97*					





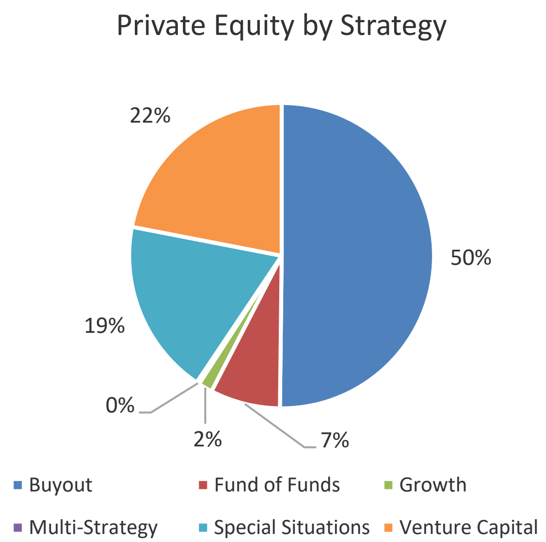


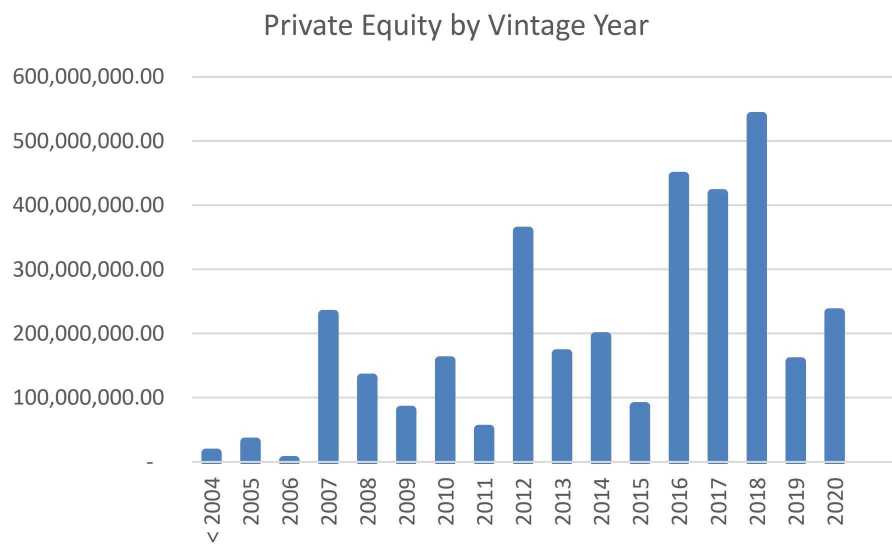


Footnote: Net Performance
Source: BNY Mellon, PFM

Private Equity Fund as of First Quarter 2021 (as of 3/31/2021)

Private Equity Fund as of 3/31/2021	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year	Five Year	Seven Year	Ten Year
Private Investment	**5.54**	**24.70**	**5.54**	**44.91**	**16.69**	**14.33**	**14.24**	**13.12**
Russell 3000 + 250 basis points with 1Q Lag	*15.03*	*54.12*	*15.03*	*23.39*	*18.31*	*17.21*	*14.23*	*14.36*
Difference	*-9.49*	*-29.42*	*-9.49*	*21.52*	*-1.62*	*-2.88*	*0.01*	*-1.24*

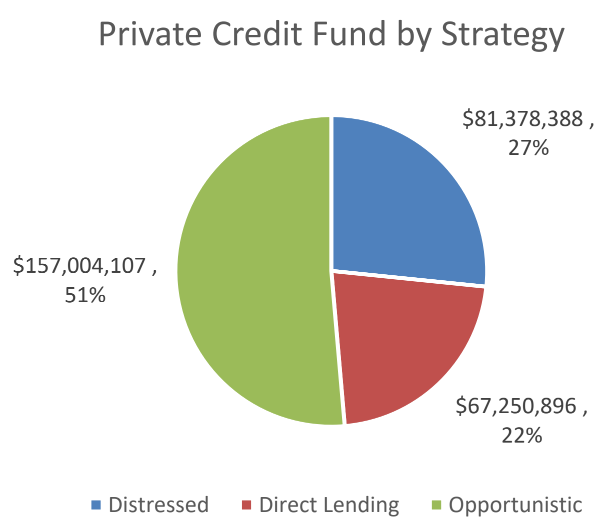


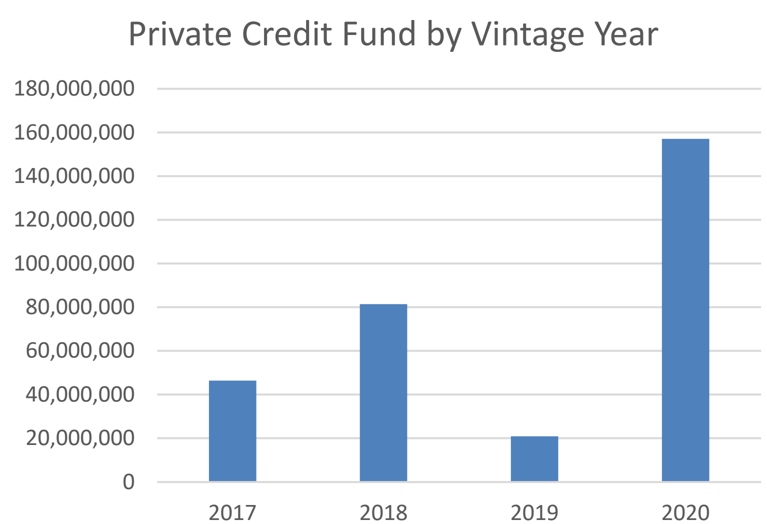


Footnote: Net Performance
Source: BNY Mellon, PFM

Private Credit Fund as of First Quarter 2021 (as of 3/31/2021)

Private Credit Fund as of 3 31 2021	Three Months	Fiscal YTD	Calendar YTD
Private Credit Fund	**2.63**	**11.38**	**2.63**
S&P / LSTA Leveraged Loan Index + 150 basis points with 1Q Lag	*4.15*	*19.81*	*4.15*
Difference	*-1.52*	*-8.43*	*-1.52*





Footnote: Net Performance
Source: BNY Mellon, PFM

CRPTF Net Returns as of 3/31/2021 (net of fees and expenses)

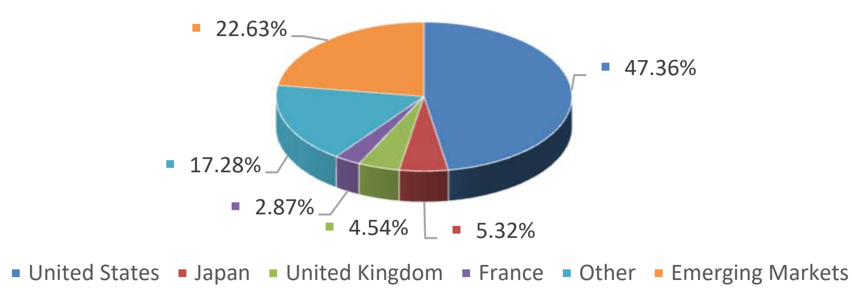
Funds	Percent Holdings	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year	Five Year	Seven Year	Ten Year
	100.0%	**$41,778.9**	**1.17**	**2.05**	**17.33**	**2.05**	**31.45**	**8.21**	**9.50**	**7.49**	**7.54**
Domestic Equity	**23.1%**	**$9,643.4**	**3.75**	**6.46**	**32.89**	**6.46**	**61.53**	**16.87**	**16.56**	**13.37**	**13.65**
Russell 3000			3.58	6.35	33.19	6.35	62.53	17.12	16.64	13.44	13.79
Difference			*0.17*	*0.11*	*-0.30*	*0.11*	*-1.00*	*-0.25*	*-0.08*	*-0.07*	*-0.14*
Developed Markets ISF	**13.2%**	**$5,512.6**	**2.52**	**4.07**	**28.11**	**4.07**	**48.62**	**6.78**	**9.97**	**6.71**	**7.30**
MSCI EAFE IMI Net			*2.28*	*3.63*	*27.15*	*3.63*	*46.95*	*8.01*	*10.22*	*7.02*	*7.36*
Difference			*0.24*	*0.44*	*0.96*	*0.44*	*1.67*	*-1.23*	*-0.25*	*-0.31*	*-0.06*
Emerging Markets ISF	**12.6%**	**$5,259.8**	**-1.34**	**2.18**	**39.03**	**2.18**	**66.81**	**9.53**	**13.53**	**7.83**	**4.55**
MSCI Emerging Markets IMI			*-1.19*	*2.86*	*35.45*	*2.86*	*61.09*	*6.33*	*11.75*	*6.44*	*3.61*
Difference			*-0.15*	*-0.68*	*3.58*	*-0.68*	*5.72*	*3.20*	*1.78*	*1.39*	*0.94*
Core Fixed Income	**13.0%**	**$5,422.8**	**-1.00**	**-3.29**	**-1.53**	**-3.29**	**2.35**	**4.39**	**3.35**	**3.11**	**3.38**
Barclays U.S. Aggregate Bond Index			*-1.25*	*-3.37*	*-2.12*	*-3.37*	*0.71*	*4.65*	*3.10*	*3.31*	*3.44*
Difference			*0.25*	*0.08*	*0.59*	*0.08*	*1.64*	*-0.26*	*0.25*	*-0.20*	*-0.06*
Emerging Market Debt	**5.2%**	**$2,183.4**	**-2.24**	**-5.54**	**5.50**	**-5.54**	**19.09**	**0.53**	**4.38**	**2.76**	**3.28**
50% JPM EMBI Global Div / 50% JPM GBI EM Global Div			*-2.02*	*-5.61*	*3.14*	*-5.61*	*14.54*	*1.66*	*4.12*	*2.67*	*3.93*
Difference			*-0.22*	*0.07*	*2.36*	*0.07*	*4.55*	*-1.13*	*0.26*	*0.09*	*-0.65*
High Yield	**6.3%**	**$2,631.5**	**0.14**	**1.43**	**14.03**	**1.43**	**25.17**	**6.36**	**7.73**	**4.88**	**5.91**
Bloomberg Barclays U.S. High Yield 2% Issuer Cap Index			*0.16*	*0.86*	*12.27*	*0.86*	*23.65*	*6.39*	*7.79*	*4.98*	*6.12*
Difference			*-0.02*	*0.57*	*1.76*	*0.57*	*1.52*	*-0.03*	*-0.06*	*-0.10*	*-0.21*
Liquidity Fund	**1.5%**	**$608.5**	**0.00**	**0.02**	**0.12**	**0.02**	**0.28**	**1.51**	**1.42**	**0.96**	**0.77**
50% U.S. 3-Month T-Bill / 50% BB US Govt Treasury 1 to 3 Year Index			*-0.01*	*-0.02*	*0.08*	*-0.02*	*0.22*	*1.79*	*1.44*	*1.09*	*0.82*
Difference			*0.01*	*0.04*	*0.04*	*0.04*	*0.06*	*-0.28*	*-0.02*	*-0.13*	*-0.05*
Real Assets	**11.3%**	**$4,729.6**	**N/A**	**-0.01**	**1.92**	**-0.01**	**7.81**	**4.52**	**5.76**	**7.50**	**8.32**
Real Assets Custom Benchmark			*N/A*	*0.18*	*1.61*	*0.18*	*2.67*	*4.90*	*5.91*	*7.78*	*9.00*
Difference			*N/A*	*-0.19*	*0.31*	*-0.19*	*5.14*	*-0.38*	*-0.15*	*-0.28*	*-0.68*
Private Investment	**7.9%**	**$3,302.7**	**N/A**	**5.54**	**24.70**	**5.54**	**44.91**	**16.69**	**14.33**	**14.24**	**13.12**
Russell 3000 + 250 basis points with 1Q Lag			*N/A*	*15.03*	*54.12*	*15.03*	*23.39*	*18.31*	*17.21*	*14.23*	*14.36*
Difference			*N/A*	*-9.49*	*-29.42*	*-9.49*	*21.52*	*-1.62*	*-2.88*	*0.01*	*-1.24*
Private Credit	**0.7%**	**$305.6**	**N/A**	**2.63**	**11.38**	**2.63**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
S&P / LSTA Leveraged Loan Index + 150 basis points with 1Q Lag			*N/A*	*4.15*	*19.81*	*4.15*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*
Difference			*N/A*	*-1.52*	*-8.43*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*
Alternative Investment Fund	**5.2%**	**$2,179.0**	**0.25**	**1.02**	**7.52**	**1.02**	**11.14**	**2.66**	**4.18**	**2.73**	**3.10**
Absolute Return Strategy blended benchmark			*0.24*	*0.46*	*2.02*	*0.46*	*3.50*	*4.37*	*2.90*	*2.08*	*1.48*
Difference			*0.01*	*0.56*	*5.50*	*0.56*	*7.64*	*-1.71*	*1.28*	*0.65*	*N/A*

Footnote: Net Performance
Source: BNY Mellon, PFM

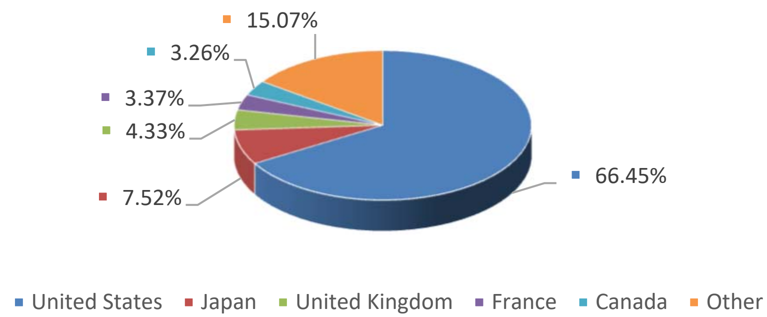
CRPTF Global Equity Exposure as of 3/31/2021

Funds	Market Value (mil.)	Month	Three Months	Fiscal YTD	Calendar YTD	One Year	Three Year	Five Year	Seven Year	Ten Year
Global Equities	**$20,415.8**	**2.06**	**4.68**	**32.92**	**4.68**	**59.07**	**12.20**	**13.85**	**10.10**	**N/A**
MSCI World Net Dividend Index		*3.33*	*4.92*	*29.05*	*4.92*	*54.03*	*12.81*	*13.36*	*9.73*	*N/A*
Difference		*-1.27*	*-0.24*	*3.87*	*-0.24*	*5.04*	*-0.61*	*0.49*	*0.37*	*N/A*
MSCI All Country World Net Index		*2.67*	*4.57*	*29.68*	*4.57*	*54.60*	*12.07*	*13.21*	*9.40*	*N/A*
Difference		*-0.61*	*0.11*	*3.24*	*0.11*	*4.47*	*0.13*	*0.64*	*0.70*	*N/A*

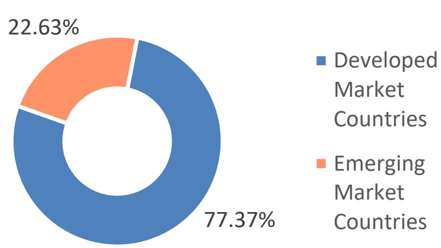
CRPTF Country Allocation Profile



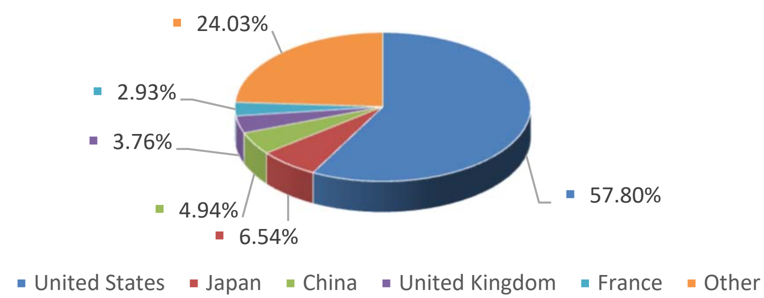
MSCI World Index Country Allocation



CRPTF DM vs. EM Allocation



MSCI ACWI Country Allocation



Footnote: Net Performance
Source: BNY Mellon, PFM

Connecticut Retirement Plans Performance as of 3/31/2021

Retirement Plans	Market Value	Month	3 Months	Fiscal YTD	YTD	1 Year	3 Years	5 Years	7 Years	10 Years	15 Years	20 Years
TEACHERS RET. FUND	20,825,549,570	1.18	2.06	17.31	2.06	31.37	8.15	9.50	7.49	7.57	6.42	6.54
Teachers Policy Benchmark		1.28	2.96	18.94	2.96	26.41	9.15	9.90	7.76	7.89	6.61	6.74
Difference		*-0.10*	*-0.90*	*-1.63*	*-0.90*	*4.96*	*-1.00*	*-0.40*	*-0.27*	*-0.32*	*-0.19*	*-0.20*
STATE EMPL RET. FUND	15,394,360,529	1.17	2.06	17.38	2.06	31.59	8.22	9.56	7.55	7.61	6.37	6.47
State Employees Policy Benchmark		1.28	2.96	18.94	2.96	26.41	9.14	9.89	7.77	7.90	6.62	6.74
Difference		*-0.11*	*-0.90*	*-1.56*	*-0.90*	*5.18*	*-0.92*	*-0.33*	*-0.22*	*-0.29*	*-0.25*	*-0.27*
MUNICIPAL EMPL RET. FUND	3,117,310,004	1.18	2.06	17.39	2.06	31.55	8.34	9.29	7.34	7.26	6.22	6.28
Municipal Employees Policy Benchmark		1.28	2.96	18.94	2.96	26.41	9.09	9.59	7.43	7.62	6.56	6.70
Difference		*-0.10*	*-0.90*	*-1.55*	*-0.90*	*5.14*	*-0.75*	*-0.30*	*-0.09*	*-0.36*	*-0.34*	*-0.42*
PROBATE COURT RET. FUND	127,213,337	1.17	2.06	17.39	2.06	31.48	8.26	9.26	7.33	7.29	6.21	6.45
Probate Judges Policy Benchmark		1.28	2.96	18.94	2.96	26.41	9.09	9.68	7.50	7.70	6.80	
Difference		*-0.11*	*-0.90*	*-1.55*	*-0.90*	*5.07*	*-0.83*	*-0.42*	*-0.17*	*-0.41*	*-0.59*	
JUDGES RET. FUND	278,373,184	1.17	2.06	17.36	2.06	31.54	8.33	9.29	7.35	7.37	6.31	6.29
State Judges Policy Benchmark		1.28	2.96	18.94	2.96	26.41	9.09	9.59	7.43	7.62	6.74	
Difference		*-0.11*	*-0.90*	*-1.58*	*-0.90*	*5.13*	*-0.76*	*-0.30*	*-0.08*	*-0.25*	*-0.43*	
STATE ATTORNEYS RET. FUND	2,505,305	1.18	2.06	17.33	2.06	31.45	7.92	9.29	7.02	7.04	6.04	5.73
State Attorney's Policy Benchmark		1.28	2.96	18.94	2.96	26.41	9.55	10.03	7.67			
Difference		*-0.10*	*-0.90*	*-1.61*	*-0.90*	*5.04*	*-1.63*	*-0.74*	*-0.65*			

Footnote: Net Performance
Source: BNY Mellon, PFM

Connecticut Trust Funds Performance as of 3/31/2021

Trust Funds	Market Value	Month	3 Months	Fiscal YTD	YTD	1 Year	3 Years	5 Years	7 Years	10 Years	15 Years	20 Years
AGRICULTURAL COLLEGE FUND	682,719	-0.99	-3.29	-1.51	-3.29	2.37	4.42	3.38	3.14	3.32	3.94	4.27
Agriculture Policy Benchmark		-1.25	-3.37	-2.12	-3.37	0.71	4.65	3.10	3.31	3.33	4.02	4.33
Difference		*0.26*	*0.08*	*0.61*	*0.08*	*1.66*	*-0.23*	*0.28*	*-0.17*	*-0.01*	*-0.08*	*-0.06*
ANDREW C CLARK FUND	1,399,215	0.16	-0.67	8.27	-0.67	16.93	7.06	6.66	5.42	5.81	5.61	5.53
Andrew C. Clark Fund Policy Benchmark		-0.10	-0.83	7.26	-0.83	15.38	7.21	6.38	5.50	5.82	5.68	5.58
Difference		*0.26*	*0.16*	*1.01*	*0.16*	*1.55*	*-0.15*	*0.28*	*-0.08*	*-0.01*	*-0.07*	*-0.05*
SOLDIERS,SAILORS & MARINES	88,344,719	0.17	-0.66	8.31	-0.66	16.93	7.07	6.66	5.42	5.89	5.88	5.85
Soldiers' Sailors' Marines' Policy Benchmark		-0.10	-0.83	7.26	-0.83	15.38	7.21	6.38	5.50	5.89	5.87	5.70
Difference		*0.27*	*0.17*	*1.05*	*0.17*	*1.55*	*-0.14*	*0.28*	*-0.08*	*0.00*	*0.01*	*0.15*
SCHOOL FUND	13,290,146	0.14	-0.72	8.36	-0.72	17.01	7.07	6.68	5.44	5.80	5.59	5.51
School Fund Custom Policy Benchmark		-0.10	-0.83	7.26	-0.83	15.38	7.21	6.38	5.50	5.82	5.68	5.58
Difference		*0.24*	*0.11*	*1.10*	*0.11*	*1.63*	*-0.14*	*0.30*	*-0.06*	*-0.02*	*-0.09*	*-0.07*
IDA EATON FUND	2,974,927	0.16	-0.69	8.29	-0.69	16.92	7.05	6.66	5.41	5.81	5.60	5.52
Ida Eaton Cotton Fund Policy Benchmark		-0.10	-0.83	7.26	-0.83	15.38	7.21	6.38	5.50	5.82	5.68	5.58
Difference		*0.26*	*0.14*	*1.03*	*0.14*	*1.54*	*-0.16*	*0.28*	*-0.09*	*-0.01*	*-0.08*	*-0.06*
HOPEMEAD STATE PARK TRUST	4,772,676	0.15	-0.70	8.27	-0.70	16.92	7.02	6.62	5.38	5.70	5.38	5.33
Hopemead Fund Policy Benchmark		-0.10	-0.83	7.26	-0.83	15.38	7.21	6.38	5.50	5.82	5.68	5.58
Difference		*0.25*	*0.13*	*1.01*	*0.13*	*1.54*	*-0.19*	*0.24*	*-0.12*	*-0.12*	*-0.30*	*-0.25*
ARTS ENDOWMENT FUND	23,206,720	1.00	2.16	21.02	2.16	37.67	9.02	8.31	6.58	6.70	6.52	6.24
Arts Policy Benchmark		1.03	2.17	20.46	2.17	34.81	9.00	7.92	6.58	6.81	6.82	6.73
Difference		*-0.03*	*-0.01*	*0.56*	*-0.01*	*2.86*	*0.02*	*0.39*	*0.00*	*-0.11*	*-0.30*	*-0.49*
POLICE & FIRE SURVIVORS FUND	44,412,684	1.17	2.05	17.30	2.05	31.42	8.23	9.35	7.43	7.80	6.46	6.13
Police and Fire Policy Benchmark		1.28	2.96	18.94	2.96	26.41	9.10	9.73	7.54			
Difference		*-0.11*	*-0.91*	*-1.64*	*-0.91*	*5.01*	*-0.87*	*-0.38*	*-0.11*	-	-	-
OPEB FUND	1,854,479,638	1.18	2.08	17.55	2.08	31.79	8.81	9.07	7.38			
OPEB Policy Benchmark		1.28	2.96	18.94	2.96	26.41	9.44	9.25	7.54			
Difference		*-0.10*	*-0.88*	*-1.39*	*-0.88*	*5.38*	*-0.63*	*-0.18*	*-0.16*	-	-	-

Footnote: Net Performance
Source: BNY Mellon, PFM

Appendix

I. Historical Policy Target %'s and Benchmark changes

II. Historical Asset Mix

III. Asset Mix Charts

IV. Indices

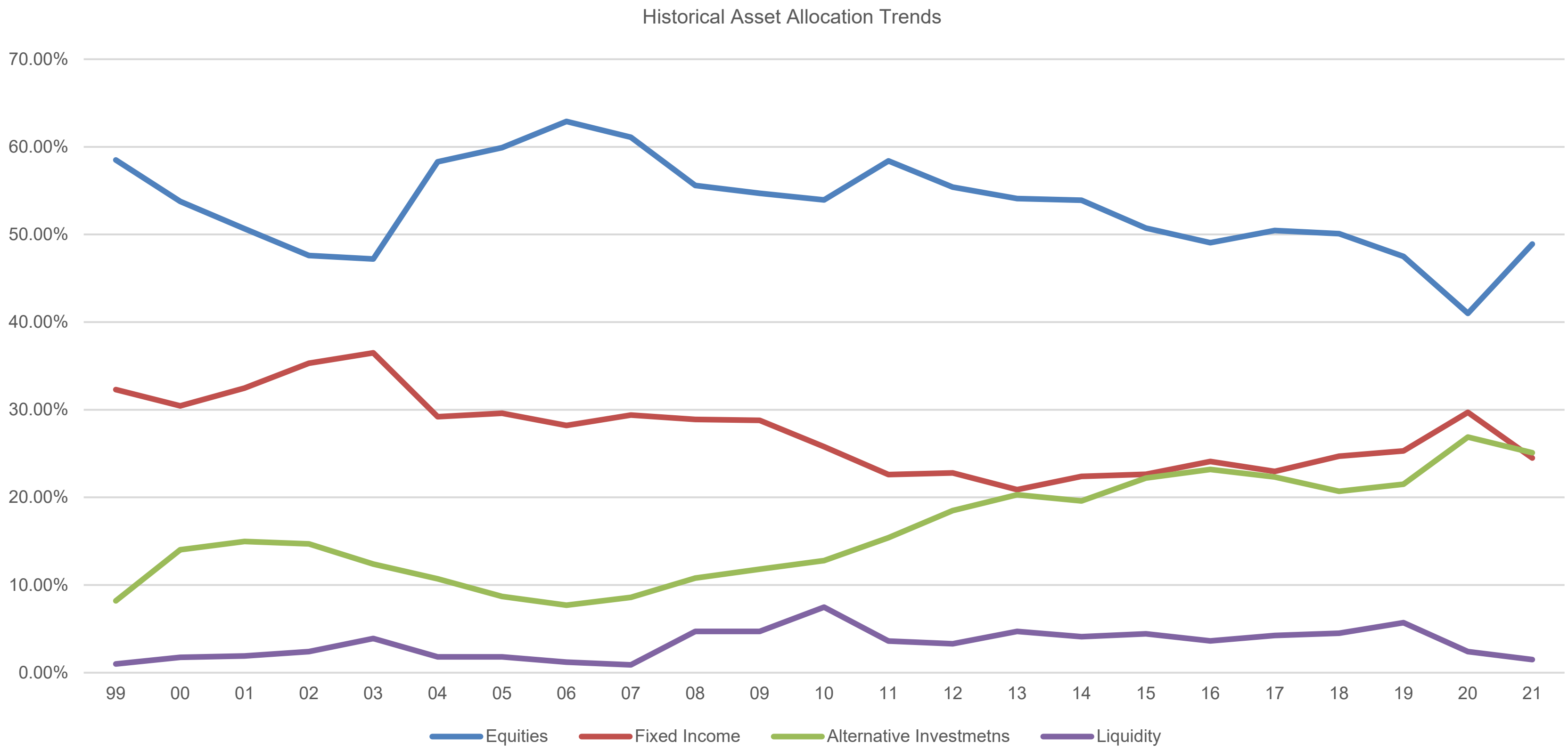
Historical Policy Target %'s and Benchmark changes

IPS Target Policy %					
Asset Classes	Pre - May-19		May-19		Feb-20
Domestic Equity Fund	21.00		20.00		20.00
Developed Markets International Stock Fund	18.00		11.00		11.00
Emerging Markets International Stock Fund	9.00		9.00		9.00
Core Fixed Income Fund	7.00		16.00		13.00
Emerging Market Debt Fund	5.00		5.00		5.00
High Yield Debt Fund	5.00		6.00		3.00
Inflation Linked Bond Fund	3.00		5.00		-
Alternative Investment Fund	8.00		7.00		3.00
Private Investment Fund	11.00		10.00		10.00
Real Assets Fund	7.00		10.00		19.00
Private Credit Fund	-		-		5.00
Liquidity Fund	6.00		1.00		2.00

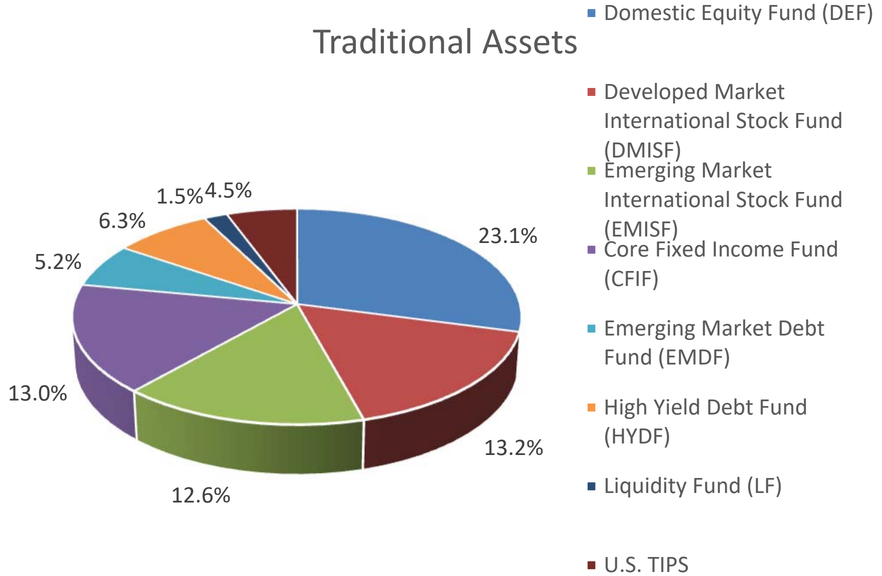
	Target %
Real Assets Fund	**19.00**
Real Estate	10.00
US TIPS	5.00
Infrastructure/Natural Resources	4.00

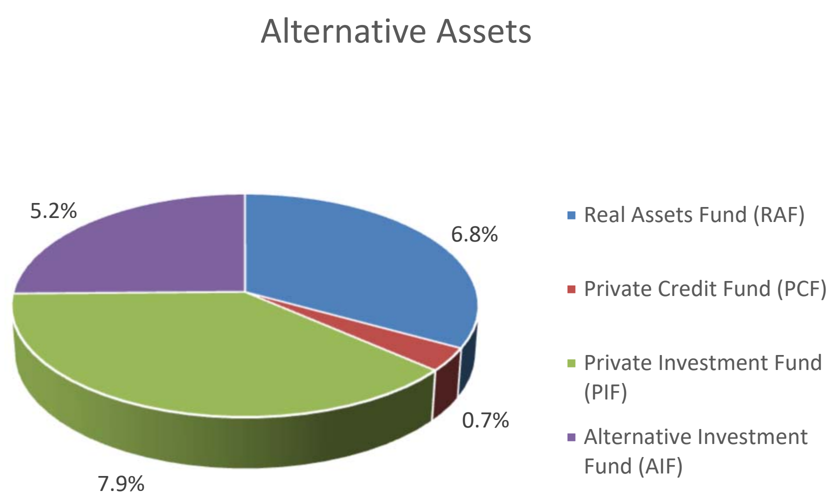
Asset Class	Effective	Current Benchmark	Prior Benchmark
Developed Markets International Stock Fund	Aug-19	Morgan Stanley Capital International Europe Australasia and Far East Investable Market Index ("MSCI EAFE IMI")	Morgan Stanley Capital International Europe Australasia and Far East Investable Market Index ("MSCI EAFE IMI") 50% hedged
High Yield Debt Fund	Apr-20	Bloomberg Barclays High Yield 2% Constrained Index	FTSE High Yield Market Capped Index
Alternative Investment Fund	Apr-20	Absolute Return Strategy: Blended benchmark comprised of the weightings of each of the investments utilized in the portfolio multiplied by their respective benchmarks	90 Day Treasury Bill (90 Day T-Bill) +300 basis points
Private Investment Fund	Jun-19	Russell 3000 +250 basis points	Standard & Poor 500
Real Assets Fund	Jun-20	Blended benchmark Real Estate: Open End Diversified Core Equity (NFI-ODCE Index) Infrastructure and Natural Resources: CPI + 400 basis points TIPS – S&P US TIPS Index	National Council of Real Estate Investment Fiduciaries Property (NCREIF Property)
Private Credit Fund	Jun-20	S&P/LSTA Leveraged Loan Index + 150 basis points	New Asset Class
Liquidity Fund	Mar-20	50% 3 Month T-Bills / 50% Barclays Bloomberg 1 -3 Year Treasury Bond Index	1 Month London Interbank Offered Rate ("LIBOR")
Inflation Linked Bond Fund	Jun-20	Legacy Asset Class (closed-out)	Barclays World Government Inflation-Linked Bond Index

Historical Asset Mix

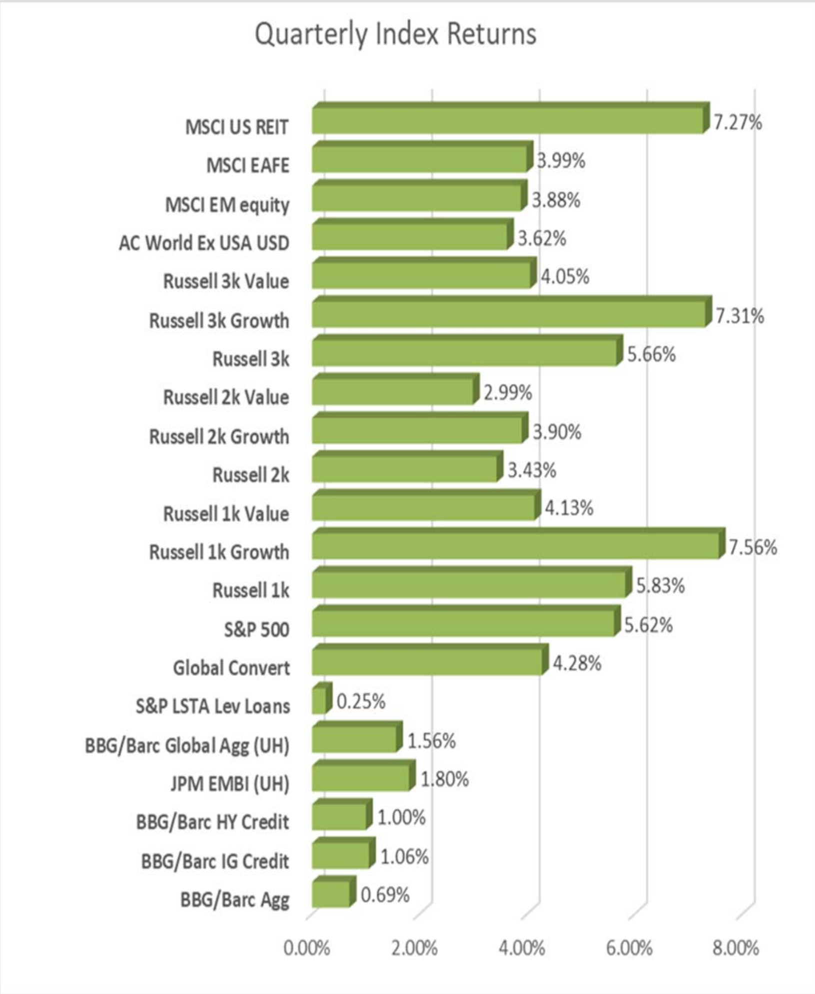


Asset Mix Charts as of 3 31 2021





Global Markets as of 3/31/2021



Index Returns

Index	QTR 03/31/21
Bloomberg Barclays US Agg Total Return Value Unhedged USD	-3.37%
Bloomberg Barclays US Corporate Total Return Value Unhedged USD	-4.65%
Bloomberg Barclays US Corporate High Yield Total Return Index Value Unhedged USD	0.85%
J.P. Morgan EMBI Global Total Return Index	n/a
Bloomberg Barclays Global-Aggregate Total Return Index Value Unhedged USD	-4.46%
S&P/LSTA Leveraged Loan Price Index	1.41%
Bloomberg Barclays Global Convertibles Composite Total Return Unhedged USD	56.15%
S&P 500 INDEX	6.17%
Russell 1000 Index	5.90%
Russell 1000 Growth Index	0.94%
Russell 1000 Value Index	11.24%
Russell 2000 Index	12.69%
Russell 2000 Growth Index	4.87%
Russell 2000 Value Index	21.16%
Russell 3000 Index	6.34%
Russell 3000 Growth Index	1.19%
Russell 3000 Value Index	11.88%
MSCI All Country World Excluding US Index in USD	2.95%
MSCI EMerging Markets IMI	2.79%
MSCI EAFE Index	3.62%
MSCI US REIT Index	8.76%

SHAWN T. WOODEN
TREASURER

State of Connecticut
Office of the Treasurer

DARRELL V. HILL
DEPUTY TREASURER

May 7, 2021

Members of the Investment Advisory Council ("IAC")

Re: Consideration of Hg-CRPTF Co-Investment L.P. and Hg Titan 1, L.P.

Dear Fellow IAC Member:

At the May 12, 2021 meeting of the IAC, I will present for your consideration two investment opportunities that will be managed by Hg LLP ("Hg"), an existing manager in the Private Investment Fund ("PIF") portfolio. The Connecticut Retirement Plans and Trust Funds ("CRPTF") committed to two, Hg-managed commingled fund in May 2020: Hg Genesis 9, L.P. ("Genesis 9") and Hg Saturn 2, L.P. ("Saturn 2").

I am considering a commitment of up to $75 million to a private equity opportunity for the PIF of the CRPTF: Hg-CRPTF Co-Investment L.P. ("Hg-CRPTF"). The Hg-CRPTF would be a customized vehicle established to provide the CRPTF the opportunity to co-invest in certain portfolio of Genesis 9 and Saturn 2. An Hg-CRPTF commitment would allow the CRPTF to gain additional exposure, on a no fee and no carry basis, to one of the premier private equity managers focused on the European software and services markets.

I am also considering a commitment of up to $75 million to a private credit opportunity for the Private Credit Fund ("PCF") of the CRPTF: Hg Titan 1, L.P. ("Titan 1"). Hg is raising Titan 1 to invest mezzanine or junior capital in certain Hg portfolio companies, particularly the larger companies in the Genesis and Saturn portfolios. The Titan 1 opportunity will allow its investors to capture the attractive, risk-adjusted returns that have historically gone to third-party credit investors, while also benefitting the Genesis and Saturn funds through the ability to offer founder-led companies a more appealing financing alternative.

Attached for your review is the recommendation from Steve Meier, Interm Chief Investment Officer, and due diligence materials prepared by Hamilton Lane. I look forward to our discussion of these opportunities at next week's meeting.

Sincerely,

Shawn T. Wooden
State Treasurer

OFFICE OF THE STATE TREASURER

MEMORANDUM

DECISION

TO:	**Shawn T. Wooden, Treasurer**
FROM:	**Steven R. Meier, Interim Chief Investment Officer**
CC:	**Darrell V. Hill, Deputy Treasurer** **Raynald D. Leveque, Deputy Chief Investment Officer** **Kevin Cullinan, Chief Risk Officer** **Mark E. Evans, Principal Investment Officer** **Olivia Wall, Investment Officer**
DATE:	**April 28, 2021**
SUBJECT:	**Hg-CRPTF Co-Investment L.P. and Hg Titan 1, L.P. – Final Due Diligence**

Summary

The purpose of this memorandum is to recommend that the Connecticut Retirement Plans and Trust Funds (the "CRPTF") consider commitments of up to (i) $75 million to Hg-CRPTF Co-Investment L.P. ("Hg-CRPTF") and (ii) $75 million Hg Titan 1, L.P. ("Titan 1").

Hg-CRPTF is a Private Investment Fund ("PIF") opportunity and would be formed to initially provide the CRPTF the opportunity to co-invest in certain portfolio companies of Hg Genesis 9, L.P. ("Genesis 9") and Hg Saturn 2, L.P. ("Saturn 2"). Hg-CRPTF would be structured as an evergreen vehicle, which would allow the CRPTF the option of allocating additional capital to Hg-led co-investment opportunities in the future. The CRPTF closed on commitments of €55 million (approximately $66 million) to Genesis 9 and $100 million to Saturn 2 in May 2020. Genesis 9 and Saturn 2 both focus on control-oriented, growth buyout investments in software and tech-enable services companies that are primarily headquartered in Northern Europe. Genesis 9 pursues mid-market companies while Saturn 2 targets upper mid-market companies.

Titan 1 is a Private Credit Fund ("PCF") opportunity and is being raised by Hg to participate in the junior debt financings of certain Hg portfolio companies. Hg has developed Titan 1 to allow Hg investors the opportunity to capture a portion of the attractive, risk-adjusted returns that have historically gone to third-party credit investors. Hg is offering a limited number of its existing investors the opportunity to participate in Titan 1, which is expected to have $1 billion of capital commitments anchored with a significant commitment from a long-time Hg limited partner.

The general partners of both funds are affiliates of Hg LLP ("Hg" or the "Firm"), a private capital manager, with offices in London, Munich, and New York. Hg currently has more than $30 billion in assets under management.

Pension Funds Management ("PFM") investment professionals believe the Hg-CRPTF and Titan 1 opportunities will provide the CRPTF with additional exposure to one of the premier private equity managers focused on the European software and services markets. In addition, the Hg-CRPTF and

Titan 1 opportunities would allow the CRPTF to deploy additional private markets capital on a fee efficient basis.

Please see the attached final due diligence memorandum dated February 11, 2020 (the "Hg 2020 Memo") for a review of Hg's investment strategies, team, and performance (as of September 20, 2019). Relevant updates are provided throughout this memorandum.

Hg-CRPTF Co-Investment L.P.

Strategic Allocation within the Private Investment Fund

The Hg-CRPTF buyout strategy falls under the Corporate Finance allocation of the Private Investment Fund ("PIF"). The Investment Policy Statement ("IPS") establishes target allocations ranges of 70% to 100% to Corporate Finance investments within the PIF portfolio as measured by a percentage of total exposure, defined as market value plus unfunded commitments. The PIF's total exposure to Corporate Finance strategies was approximately 84% as of September 30, 2020.

The Hg-CRPTF vehicle would initially be focused on co-investing with Genesis 9 and Saturn 2, which are categorized as middle and large market buyout funds, respectively. However, Hg expects that Saturn 2 will continue to generate more co-investment capacity due to the larger average size of Saturn 2's transaction. An Hg-CRPTF commitment would be consistent with the PIF's FY21 strategic pacing plan objectives of targeting the portfolio's exposure to middle and large market buyouts in the 10% to 14% range. In addition, the recommended Hg-CRPTF commitment is in alignment with the increased geographic diversification objectives in the strategic pacing plan. Lastly, Hg will manage Hg-CPRTF on a no fee, no carry basis and will create the opportunity for the CRPTF to generate enhanced net returns while deploying capital more efficiently.

Investment Strategy and Market Opportunity

Hg-CRPTF would be a customized vehicle created to allow the CRPTF to co-invest in certain portfolio companies of Genesis 9 and Saturn 2, two commingled vehicles that the CRPTF committed to in May 2020. Hg-CRPTF would be structured as an evergreen vehicle, providing the CRPTF with the flexibility to allocate additional capital to Hg-led co-investment opportunities in the future, whether those co-investment opportunities were alongside Genesis 9, Saturn 2, or additional Hg-managed vehicles to which the CRPTF may commit.

The Hg-CRPTF vehicle would be established with customized investment guidelines, including concentration limits, to ensure proper portfolio construction and compliance with Connecticut's policy and statutory requirements. While Hg's Genesis and Saturn fund series have generated significant co-investment opportunities historically, Hg expects that Saturn 2 will produce more co-investment opportunities and capacity based on Saturn 2's larger average transaction size and attendant equity requirements as compared to Genesis 9. Therefore, Hg estimates that the initial $75 million commitment to Hg-CRPTF could be allocated to four to five Saturn 2 co-investment opportunities and up to two Genesis 9 co-investment opportunities. Based on the expected time deployment pacing of Saturn 2 and Genesis 9, Hg estimates that Hg-CRPTF's Saturn 2 co-investments are likely to occur over the next over the next 12 to 18 months, while any Genesis 9 co-investments are likely to occur over the next three years.

A summary of Hg's co-investment volume and performance is provided in the table below. PFM investment professionals note that three of the Mercury co-investments and five of the Saturn co-investments included in the summary below were either closed during 2020 or still pending closing as of December 31, 2020. As a result, four of these investments were held at cost or at slight mark-ups to cost as of December 31, 2020 and are not representative of the expected returns.

As of December 31, 2020 (£ millions)

Hg - Co-Investments 2013-2020								
Performance Summary								
		#	Invested	Realized	Unrealized	Total	Gross	
Fund Series	Years	Deals	Capital	Value	Value	Value	TVM	IRR
Mercury	2014-2020	7	£271	£123	£318	£441	1.6x	41%
Genesis	2013-2019	5	£393	£530	£410	£940	2.4x	31%
Saturn[1]	2014-2020	8	£4,223	£1,338	£5,469	£6,807	1.6x	33%
Total		**20**	**£4,887**	**£1,991**	**£6,196**	**£8,187**	**1.7x**	**33%**
Realized Investments		*5*	*€494*	*€1,692*	*€187*	*€1,879*	*3.8x*	*33%*

Source: Hg.

1. Includes one investment signed but not closed as of December 31, 2020. Also includes one Genesis co-investment that would fit with the Saturn mandate based on company size.

Track Record

As noted in the Hg 2020Memo, Hg became independent from Merrill Lynch in 2001 and invested in a wider range of sectors until becoming 100% Software & Services focused with Mercury I, a vintage year 2012 fund. Between 2001 and 2012, Hg invested £2.1 billion in 27 Software & Services investments, which generated a gross internal rate of return ("IRR") and total value multiple ("TVM") of 32% and 2.6x, respectively, as of December 31, 2020. All but one of these 27 Software & Services investments made between 2001 and 2012 were realized as of December 31, 2020.

The performance of Hg's funds focused exclusively on Software & Services, i.e., those raised in 2012 and later, is summarized in the table below.

As of December 31, 2020 (currency in millions)

Hg										
Investment Performance Summary										
	Vintage	Fund	#	Invested	Realized	Unrealized	Total	Gross/Net		
Fund	Year	Size	Deals	Capital	Value	Value	Value	TVM	IRR	DPI
Mercury 1	2012	£380	12	£330	£830	£213	£1,043	3.2x / 2.6x	39% / 27%	3.2x / 1.7x
Mercury 2	2017	£595	4	£489	£171	£750	£921	1.9x / 1.9x	63% / 139%	0.3x / 0.4x
Genesis 7	2013	£2,030	12	£1,777	£3,782	£1,131	£4,913	2.8x / 2.3x	27% / 22%	2.1x / 1.8x
Genesis 8	2018	£2,550	10	£2,298	£40	£3,313	£3,353	1.5x / 1.3x	29% / 34%	0.0x / 0.2x
Genesis 9	2020	€4,531	2	€805	€0	€813	€813	1.0x / n/m	33% / n/m	0.0x / n/m
Saturn 1	2018	£1,542	4	€1,398	€92	€2,275	€2,367	1.7x / 1.6x	36% / 34%	0.1x / 0.1x
Saturn 2	2020	$4,996	2	$1,565	$116	$1,885	$2,001	1.3x / n/m	104% / n/m	0.1x / n/m

Source: Hg.

The performance of Mercury 1, Mercury 2, Genesis 7, Genesis 8, and Saturn 1 (the "2012-18 Funds") have all improved from the assessment of Hg's track record included in the Hg 2020 Memo. Notably, the gross TVM multiples for each of the 2012-18 Funds increased between September 30, 2019 and December 30, 2020 based on the continued strong operating performance, and additional maturation, of these portfolio companies. Benchmarks for December 31, 2020 are not yet available and, therefore, the quartile rankings of the 2012-18 Funds as of December 31, 2020 is not provided herein. However, PFM investment professionals note that each of the 2012-18 Funds outperformed the public market equivalent benchmark as of December 31, 2020.

The more mature Mercury 1 and Genesis 7 funds generated substantial increases in both total and realized value during between September 30, 2019 and December 31, 2020. Mercury1's gross TVM increased 0.6x while the fund's realized value increased from £577 million to £830 million this 15-month period. Genesis 7 generated additional realization of £2.3 billion during the same time frame while the fund's gross TVM multiple increased by 0.5x. Genesis 7 exited three investments during this period, all of which generated gross IRRs above 25% and gross multiples of invested capital exceeding 2.75x.

Hg's 2020 vintage year funds, Genesis 9 and Saturn 2, are off to strong starts. As of December 31, 2020, both Genesis 9 and Saturn 2 had completed two investments consistent with each fund's strategy. Similarly, both Genesis 9 and Saturn 2 either signed agreements, or closed, on two additional investments during the first quarter of 2021.

Hg Titan 1, L.P.

Strategic Allocation within the Private Credit Fund

Titan 1 would be categorized as a mezzanine or junior credit strategy identified for the PCF. The IPS establishes a target exposure, as measured by market value and unfunded commitments, of 0% to 30% for mezzanine credit within the PCF portfolio. As of March 31, 2021, the PCF portfolio had no mezzanine credit exposure.

Investment Strategy and Market Opportunity

The Titan 1 investment strategy is focused on making junior debt, or mezzanine capital, investments in certain companies held in the Hg private equity funds. More specifically, the Titan 1 strategy is expected to be primarily focused on payment-in-kind securities issued at the holding company level ("HoldCo PIK"). Such Holdco PIK loans or notes are issued by the holding company of an operating company or group of companies and are structurally subordinated to any debt issued at the operating company level but rank senior to the equity capital. The PIK HoldCo instruments allow the borrower to pay interest "in kind" rather than in cash, which can provide the borrower with additional borrowing capacity or flexibility than is available or desired through senior, cash pay borrowings at the operating company level.

Hg has developed the Titan 1 strategy to both capture an attractive investment opportunity and address a need for certain of its portfolio companies. Titan 1 will provide Hg's investors the opportunity to capture a portion of an attractive, risk-adjusted return potential that has historically benefitted third-party junior capital investment firms. The Firm's use of mezzanine financing across its portfolio has grown significantly in recent years, particularly since the launch of Saturn 1 in 2018. The Saturn funds focus on upper mid-market companies defined by Hg as those with enterprise values generally above $1.8 billion. As of December 2020, the Hg portfolio companies had approximately $2.8 billion of junior capital outstanding, all of which was provided by third-party credit managers. Since 2018, the third-party investors have generated IRRs of approximately 14% on junior credit issued to Hg's portfolio companies. Moreover, Hg anticipates that its portfolio companies are likely to be issuing $1.7 billion to $2 billion of junior debt annually as the Genesis 9 and Saturn 2 portfolios continue to be created.

Hg has also found that certain of its portfolio companies' founders and/or management teams have been resistant to considering junior debt, including HoldCo PIK, financings provided by third-party firms. This reluctance often stems from founder/management concerns that the third-party investor may take actions adverse to the company's equity holders if the portfolio company were to default on the junior debt. While Hg generally capitalizes its companies more conservatively than European buyout averages, Hg believes the ability to access HoldCo PIK and other junior capital financings would benefit certain of its portfolio companies through incremental, non-cash pay debt capacity while also enhancing returns for Hg's private equity funds. Hg also believes that its affiliation with Titan will address the concerns previously voiced by portfolio company founders and management teams regarding the alignment of interests between third-party junior capital investors and a company's equity investors.

To address the potential conflicts of interest that could develop with Titan and an Hg private equity fund investing in the same company, the Firm has a conflict avoidance structure and practices outlined below.

- Titan can only participate in the junior capital financing of an Hg portfolio company if an institutional, third-party investor (a "Qualified Investor") is going to hold at least a one-third interest in the financing.
- The Qualified Investor will be responsible for negotiating the terms and conditions of any junior capital financing provided to an Hg company in which Titan participates.
- Hg's Capital Markets team will continue to bring all junior financing opportunities to the market, ensuring best terms are achieved.
- If an Hg company defaults on a financing in which Titan has participated, Hg Titan will have to follow the actions of the Qualified Investor, unless the actions of the Qualified Investor would have a material adverse impact on Titan 1.

One of Hg's largest investors in its private equity funds has agreed to be the anchor investor ("Anchor Investor") in Titan 1. The Anchor Investor is a large sovereign wealth fund, which is a significant direct investor of junior capital and will have a right of first refusal to be the Qualified Investor for each transaction. The Anchor Investor has a team of junior capital investment professionals with the experience and market perspective to properly price and negotiate each potential deal. If the Anchor Investor serves as the Qualified Investor, the Anchor Investor will be investing its capital as both the Qualified Investor and as a Titan limited partner and, therefore, its interests will be aligned with those of all Titan investors.

Management

Hg Titan will be overseen by an Operations Committee comprised of Nic Humphries (Senior Partner), Matthew Brockman (Managing Partner), Steven Batchelor (Partner & Chief Operating Officer), and Juan Campos Benitez (Partner & Head of Capital Markets). Because Hg will not play an active role in managing the Titan portfolio, the role of the Operations Committee will be to determine whether each Titan investment opportunity complies with the Titan investment guidelines, including with respect to diversification, undrawn commitments, as well as legal, tax and regulatory requirements. Hg will also be responsible for Titan's operation and compliance matters, including investment reporting and investor relations.

Key Strengths

1. **Hg-CRPTF.** The customized vehicle would allow the CRPTF the opportunity to invest more capital with one of the best performing private equity managers investing in the European Software & Services sector. Hg has generated significant co-investment capacity for its limited partners, with attractive returns on all realized co-investments to date. Hg will manage Hg-CRPTF on a no fee, no carry basis, thus providing the CRPTF with the opportunity to generate stronger net returns through co-investments alongside its existing commitments to Genesis 9 and Saturn 2.

2. **Hg Titan 1.** Hg is forming Titan to unlock incremental investment opportunities with attractive, risk-return profiles. Titan will only invest in Hg companies and is expected to primarily invest in the larger companies in the Genesis and Saturn portfolios. The Firm has an information advantage and insights into the credit risks of all potential Titan investments through its equity exposure. Since Hg became an independent firm in 2000, the Firm has had no equity impairments on more than 100 investments and $24 billion of invested cost. Moreover, no lender to any Hg portfolio company over the last 20 years has suffered a loss or impairment.

   Hg is targeting net returns of approximately 14%, which would be consistent with the yields generated by the third-party junior capital that Hg companies have raised over the last two years. The Titan management fees are attractive, with management fees of 1% on invested capital during a three-year commitment period and 0.75% thereafter. Titan's carried interest structure is also favorable at 10% with an 8% preferred return and is based on a whole-fund waterfall.

Major Risks/Concerns and Mitigants

1. **Hg Titan 1 - Potential Conflicts of Interest.** Hg would be both a debt and equity investor in any Hg portfolio company that receives financing from Titan 1, which would naturally create the potential for conflicts of interest. As previously outlined, Hg has developed conflict avoidance practices to address these concerns, which are principally mitigated through the requirement that a Qualified Investor lead the negotiations of, and hold at least a one-third interests in, any potential junior capital financing of an Hg company. Hg has also agreed to follow the actions of a Qualified Investor should an Hg company default on a junior capital investment in which Titan is also invested.

Legal and Regulatory Disclosure (provided by Legal)

In its updated disclosure to the Office of the Treasurer, Hg Pooled Management Limited ("Hg" or the "Respondent") notes that its parent company, HgCapital LLP, was named in an investigation by the UK Competition and Markets Authority ("CMA") into Concordia PLC and its alleged implementation of price increases in respect of a specific drug called Liothyronine. Genesis 6 fund owned a company called Mercury Pharma (2009-2012) that had been combined with Concordia PLC after Hg's ownership period. The Respondent notes that CMA's investigation primarily focuses on the period after Genesis 6 had exited the investment. As a result, Hg believes it has a strong defense and the investigation will not be material to the Respondent's business.

Hg further states there have been no material claims under its fidelity, fiduciary or E&O insurance policies and there are no ongoing internal investigations to report.

Hg's disclosure states that it is currently incorporating Hg Titan Nominees Limited, an entity shown in the Respondent's organization chart. Other than incorporating this entity, Hg affirms there have been no changes to the structure of the Respondent in the past 2 years.

Hg affirms that it has adequate internal investigation procedures, including maintaining a compliance monitoring program to overseeing staff compliance with the Hg Compliance Manual, related policies, and wider business conduct and ethics standards. The Respondent notes that any breaches are recorded and addressed appropriately.

Compliance Review

The Chief Compliance Officer's Workforce Diversity & Corporate Citizenship review is attached.

Environment, Social & Governance Analysis ("ESG")

The Assistant Treasurer for Corporate Governance & Sustainable Investment's Evaluation and Implementation of Sustainable Principles review is attached.

COMPLIANCE REVIEW FOR HG POOLED MANAGEMENT LIMITED

SUMMARY OF LEGAL AND POLICY[1] ATTACHMENTS

SUBMITTED BY

HG POOLED MANAGEMENT LIMITED

I. Review of Required Legal and Policy Attachments

HG POOLED MANAGEMENT LIMITED ("Hg"), a London, United Kingdom (UK)-based firm, completed all required legal and policy attachments.[2] With respect to Legal and Policy *Attachment B, Nondiscrimination Affidavit*, Hg submitted a modified document referencing UK anti-discrimination laws. The modified document contains sufficient representation that Hg's internal policies comply with applicable non-discrimination laws in its local UK jurisdiction. The firm disclosed no third party fees, campaign contributions, known conflicts, or gifts. Its disclosure of legal/regulatory proceedings is being reviewed by the Legal Unit.

II. Workforce Diversity[3]

As of December 2020, Hg employed 233, which reflects an increase of 90 employees since December 2018. In 2020, 36% of those serving at the "management level overall" are women compared to 20% in 2019. In 2020, as was the case in 2019, women represented 8% of those serving at the senior-most level of the firm, i.e., the Executive/Senior Level Official and Manager category. Fifty-eight per cent of junior to mid-level investment executive hires in 2018/2019 were female.

Hg's Commitment and Plans to Further Enhance Diversity

Hg aims for a 50/50 female-male ratio with respect to annual executive recruitment and currently requires all search firms to provide diverse applicant pools, with a minimum split of 50/50 female-male applicants. Hg also has concrete and specific goals/ targets for further enhancing gender diversity. It is committed to more females progressing to "senor levels" of the firm and has a goal to achieve 30% female executives by 2021. This is a part of new gender balance policy, which includes female sponsorship. The firm also announced the formation of its first ever Diversity Steering Group in 2019, chaired by the COO/ Deputy COO with representatives from across the firm. Among other responsibilities, the steering group will track and discuss concerns and opportunities, and direct training and awareness events.

Workforce Statistics

For Executive/Senior Level Officials and Managers:

- Women held 8% of these positions in both December 2020 (2 of 26) and December 2019 (2 of 23), down from 10% (2 of 21) in December 2018.
- As of December 2020, 14 of the 26 employees in this category or 54% chose not to self-identify their ethnicity or race, and the remaining 12 or 46% identify as white/ non-Hispanic.

At the Management Level overall:

[1] The Treasury Unit responsible for reviewing Hg's ESG submission will prepare a separate report.

[2] On March 18, 2021 Hg confirmed that all information contained in the Legal and Policy Attachments submitted to the Treasury in 2020 remains current. (See March 18, 2021 email from Katie Healy to Katrina Farquhar, copied to Mark Evans).

[3] For year ending December 2020, Hg submitted data regarding male/female composition of its workforce as well as ethnic/racial composition, to the extent employees chose to self-identify by ethnicity or by race. For years ending December 2019 and December 2018 Hg submitted data regarding male/female composition of its workforce only, as it did not track ethnic/racial composition in those years. Data regarding ethnicity and race is not required to be tracked in the UK.

- Women held 36% (64 of 180) of these positions in December 2020, up from 20% (12 of 61) in December 2019 and 20% (10 of 51) held in December 2018.

- As of December 2020, 58 of the 180 employees in this category or 32% chose not to self-identify their ethnicity or race, 2 or 1.11% identify as Asian, 10 or 5.56% identify as Two or More Races, and 1 or 0.56% identify as Black; the remaining 109 or 61% identify as white/ non-Hispanic.

At the Professional Level:

- Women held 42% (5 of 12) of these positions in December 2020, up from 32% (17 of 53) held in December 2019, and 31% (12 of 39) held in December 2018.
- As of December 2020, 4 of the 12 employees in this category or 33.33% chose not to self-identify their ethnicity or race, 1 or 8.33% identifies as Asian, and 1 or 8.33% identifies as Black; the remaining 6 or 50% identify as white/ non-Hispanic.

Firm-wide:

- Women held 45% (105 of 233) of these positions in December 2020, up from 41% (71 of 175) held in December 2019, and 43% (61 of 143) held in December 2018.
- As of December 2020, 63 of the 233 employees in this category or 27.04% chose not to self-identify their ethnicity or race, 12 or 5.15% identify as Asian, 2 or 0.86% identify as Two or More Races, and 6 or 2.58% identify as Black; the remaining 150 or 64.38% identify as white/ non-Hispanic.

III. Corporate Citizenship

Charitable Giving: Hg strives to be a good corporate citizen and gives back to society and its communities. The firm is committed to charitable giving and each year donates 1% of its total profits to charitable causes. By way of example, Hg has been a long-standing supporter of Impetus-PEF, a charity that seeks to transform the lives of young people from disadvantaged backgrounds. In 2018, Hg broke a record for Impetus-PEF, committing the largest ever one-off donation. This lump sum represents a new method of long-term commitment from the private equity industry, where a share of Hg's profits arising from an investment fund are committed to the charity. The scale of this donation benefits thousands of disadvantaged youth. Hg's employees also donate time and money to charities of their choice. In 2018, employees and Hg together donated over £1million to 30 plus charities.

Internships/Scholarships: Hg does not currently provide scholarships, however, it is committed to providing industry training and development for its employees. The firm believes that its executives are "a critical source of sustainable competitive advantage and will ultimately lead to the generation of higher returns for investors." Hg has implemented mentoring programs which are open to employees firm-wide. One-on-one executive coaching is provided to address individual development needs. Hg is also committed to building diverse teams. In June 2018, the firm held its inaugural Female Leadership Forum, at which over 80 women from Hg and its portfolio companies gathered to share experiences, network and learn new skills. The goal is to provide attendees with support to advance their careers as women leaders. The firm did not specifically address "internships".

Procurement: Hg does not have a written procurement policy or program with respect to women-owned, minority-owned and/or emerging businesses.

Evaluation and Implementation of Sustainable Principles (provided by Assistant Treasurer of Corporate Governance and Sustainable Investing Policy)

	Criteria	Responses
1	Firm has an ESG policy	Yes
1a	If yes, firm described its ESG policy	Yes
2	If yes, firm provided examples of ESG factors considered in the decision-making process, explained the financial impact of these ESG factors	Yes
3	Designated staff responsible for sustainability policies and research	Yes
4	Firm provides training/resources on sustainability issues, explained sources of ESG-related data	Yes
5	Signatory/member of sustainability-related initiatives or groups	Yes
6	Policy for evaluating current or prospective relationships with manufacturers or retailers of civilian firearms	Firm excludes investment in firearms companies.
7	Policy that requires safe and responsible use, ownership or production of guns	No
8	Enhanced screening of manufacturers or retailers of civilian firearms	Firm excludes investment in firearms companies.
9	Enhanced screening of any industry/sector subject to increased regulatory oversight, potential adverse social and/or environmental impacts	Yes
10	Merchant credit relationships with retailers of civilian firearms and accessories	No
10 a	If yes, firm confirms compliance with laws governing firearms sales	N/A
11	Overall assessment of responses (e.g., depth of approach to ESG and integration)	The firm described an extensive integration of ESG into its decision making process. Its Head of Responsible Investment leads ESG initiatives and research. The firm has been a UN PRI Signatory since 2012, and earned the top mark of AA++ from the PRI in 2019. Hg was 100% carbon neutral in 2019 and the firm has a comprehensive climate risk tracker for their portfolio companies. Their executive team is comprised of 27% women and within their portfolio companies 25% of senior positions are held by women. The firm does not invest in firearms and has put the sector on its exclusion list.
	SCORE: Excellent - 1 Detailed description of ESG philosophy and integration; ongoing ESG assessment; established framework; member of sustainability-oriented organizations; enhanced screening of firearms and/or higher-risk sectors Very Good - 2 Detailed description of ESG philosophy and integration; ongoing ESG assessment; established framework; member of sustainability-oriented+B3 organizations Satisfactory - 3 General description of ESG philosophy and integration; some evidence of framework for ongoing ESG assessment; member of sustainability-oriented organizations Needs Improvement - 4 Generic and/or vague description of ESG philosophy and integration; no ongoing ESG assessment; no dedicated ESG staff or resources Poor - 5 Incomplete or non-responsive	1

Hamilton Lane

Connecticut Retirement Plans and Trust Funds
Hg Titan

Informational Memo

April 2021

Important Disclosures

All information contained within this report has been gathered from sources believed to be reliable, including but not limited to the general partner(s), other industry participants and the Hamilton Lane Investment Database, but its accuracy cannot be guaranteed.

The information contained in this report may include forward-looking statements regarding the fund presented or its portfolio companies. Forward-looking statements include a number of risks, uncertainties and other factors beyond the control of the fund or the portfolio companies, which may result in material differences in actual results, performance or other expectations. The opinions, estimates and analyses reflect our current judgment, which may change in the future.

The past performance information contained in this report is not necessarily indicative of future results and there is no assurance that the fund will achieve comparable results or that it will be able to implement its investment strategy or achieve its investment objectives. The actual realized value of currently unrealized investments will depend on a variety of factors, including future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions and circumstances on which the current unrealized valuations are based.

Any tables, graphs or charts relating to past performance included in this report are intended only to illustrate the performance of the fund or the portfolio companies referred to for the historical periods shown. Such tables, graphs and charts are not intended to predict future performance and should not be used as the basis for an investment decision.

By accepting receipt of this investment report and in consideration of access to the information contained herein (together with the investment report, the “Confidential Information”), the recipient agrees to maintain the strict confidentiality of any and all Confidential Information in accordance with the terms of this paragraph. The recipient acknowledges that (i) the Confidential Information constitutes proprietary trade secrets, and (ii) disclosure of any Confidential Information may cause significant harm to Hamilton Lane Advisors, L.L.C. (“Hamilton Lane”), its affiliates or any of their respective businesses. Unless otherwise required by law, the recipient shall not disclose any Confidential Information to any third party. If required by law to disclose any Confidential Information, the recipient shall provide Hamilton Lane with prompt written notice of such requirement prior to any such disclosure so that Hamilton Lane may seek a protective order or other appropriate remedy. Prior to making any disclosure of any Confidential Information required by law, the recipient shall use its reasonable best efforts to claim any potential exemption to such requirement and otherwise shall limit disclosure only to such information that is necessary to comply with such requirement.

The calculations contained in this document are made by Hamilton Lane based on information provided by the general partner (e.g. cash flows and valuations), and have not been prepared, reviewed or approved by the general partner.

Stacked bar charts or pie charts presented in the Strategy section in this report may not equate to 100% per the data labels on the charts due to rounding; however, all stacked bar charts and pie charts equate to 100% using exact proportions.

Table of Contents

Fund Information

Organization Overview

General Partner:

HgCapital LLP ("General Partner"), ("Hg")

Firm Inception:

2000

Team:[1]

7 professionals

Operations Committee:

Nic Humphries, Matthew Brockman, Juan Campos Benitez and Stephen Batchelor

Location:

London (headquarters), Munich, New York and Luxembourg

Fund Overview

Fund:

Hg Titan ("Fund")

Target Size/Hard Cap:

$600 million/Not provided

Strategy:

Direct Lending

Substrategy:

Junior Debt

Geography:

Europe and North America

Industries:

Software and technology services

Portfolio Construction

Enterprise Values:

>$600 million

Equity Investments:

N/A

Target Number of Investments:

Flexible based on Fund size

Max Single Investment Exposure:

Permanently invested: 35%

Short term investment (including transaction and bridging): 100%

Expected Hold Period Per Investment:

Not provided

Fundraise Timeline

- First close expected in Q2 2021

[1] Includes members of Hg's Capital Markets team and Operations Committee

Executive Summary (cont.)

Key Terms[1]

Term	Summary
Investment Period	3 years
Fund Term	8 years; + 1 one-year extension at the discretion of the General Partner; +1 one-year extension with advisory committee approval; +1 one-year extension with majority limited partner approval
GP Commitment	At least 1.0% ($6.0 million)
Management Fee	1.0% of net invested capital during the investment period; 0.75% of net invested capital during the post-investment period
Carry/Preferred Return	10%/8%

[1] Refers to the terms proposed by the General Partner as of April 2021; terms are subject to change during fundraising

- The Fund will seek to invest in junior debt of Hg portfolio companies, likely in the form of HoldCo PIK debt. The General Partner is uniquely positioned to target these transactions given its relationships with the founders/management teams and is already working to optimize capital structures through its dedicated capital markets activities.
  - The General Partner has identified a pipeline of opportunities for the Fund, with preliminary opportunities of target spread across Hg Genesis and Hg Saturn companies
- Hg has generated attractive returns for its lenders, with a 0% loss ratio for all lenders in its portfolio since 2000, when it became independent, and can point to junior debt structuring consistent with fund expectations in recent years
- The junior positions for the Fund, likely HoldCo PIK debt, will be at competitive market rates and evolve with the best available market pricing over the life of the Fund. The Hg Capital Markets team is securing debt in a structure that is best suited for the equity story; whilst this is also attractive for the lender, the best market rate and solution will serve as the selected opportunity for the Fund, without a formal Investment Committee decision.
- Governance extends to the Operations Committee to ensure that opportunities are within the mandate of the Fund
  - The Operations Committee is comprised of senior Partners responsible for ensuring the Fund operates in accordance with its investment parameters
  - Hg's Capital Markets team is responsible for negotiating with debt providers and preparing investment submissions to the Operations Committee, internal process management and pipeline updates
  - The team may leverage Hg's broader platform, which includes a Client Services team, a Conflicts Committee and Legal & Tax team

Meeting Conclusions (cont.)

- Potential conflicts exist between the General Partner, the limited partners of the Fund and the qualified investors
  - Hg has endeavored to manage potential conflicts through its Conflicts Committee, identifying that third-party pricing from a qualified investor will be needed for each transaction and that it will represent the equity, with some exceptions, in a stressed or distressed scenario
  - Whilst Hg has actively managed its own conflicts, the conflict management of the qualified investors, some of whom may be conflicted themselves, is yet to be defined
  - Conflict management is likely to be more defined in legal documentation with expected coverage of rights and processes around how the Limited Partner Advisory Committee can hire outside representation in certain cases

Appendices

Definitions

Benchmark Analysis:	An analysis that compares the net IRR of the prior funds to the top-quartile net IRR benchmarks for similar funds (based on strategy and vintage) as reported by the Hamilton Lane database. The benchmark data shown is the most recent data available at this time
DPI:	Distributed-to-Paid In = (Amount of Distributions Received)/(Total Amount of Capital Paid-In)
ESG:	Environmental, Social and Governance
Gross IRR:	Internal Rate of Return ("IRR") of investments at the "fund level," excludes fees paid by LPs to the General Partner such as management fees and carried interest. For investments held less than one year, Hamilton Lane nominalizes the IRR to match the hold period of the investment in order to represent a more meaningful number
Investment Pacing:	An analysis of the total capital invested during the given years. Includes all prior investments, realized or unrealized
J-Curve Benchmark:	Peer (median by age) is calculated by taking the median IRR of similar funds (based on strategy and vintage) in Hamilton Lane's database at each quarter, which are simulated as investing at the same point in time. The length of time to break the J-curve is calculated from inception to the first time each fund generated a positive net IRR
Loss Ratio Analysis:	An analysis of the capital invested in realized transactions generating different multiples of invested capital
Net IRR:	Annualized Internal Rate of Return ("IRR") of investments at the LP level inclusive of fees such as management fees and carried interest paid to the General Partner
Net Returns to Limited Partners:	The performance of the General Partner's prior investment vehicles at the net LP level, inclusive of all fees, carried interest and expenses. Performance data is as reported by the General Partner using actual capital contributions, distributions and net asset value for either all limited partners, or a sample set of limited partners, in the respective funds
Outlier Analysis:	An analysis of the gross returns of investments in prior funds, comparing overall performance against the performance when certain 'outlier' transactions are excluded. Outliers are defined as transactions that generate exceptionally positive or negative results
PME Analysis:	Calculated by taking the fund's monthly cash flows and investing them in the relevant Total Return Index (where all dividends are re-invested). Contributions were scaled by a factor such that the ending portfolio balance would be equal to the private equity net asset value (equal ending exposures for both portfolios). This prevents shorting of the public market equivalent portfolio in order to match the performance of an outperforming private equity portfolio. Distributions were not scaled by this factor. The IRRs were then calculated based on these adjusted cash flows. The selected PME represents the most relevant public market benchmark
Realized Attribution Analysis:	Analysis of the capital invested in, and performance of, the prior realized transactions according to the criteria indicated
Realized Investments:	Hamilton Lane classifies investments as "realized" if it has: i) an unrealized value of less than 20% of the total value; ii) a carrying value that has been written to zero or has been previously written-off; or iii) been fully exited and the GP has no remaining interest in the company
RVPI:	Remaining Value-to-Paid In = (Current Net Asset Value)/(Total Amount of Capital Paid-In)
TVPI:	Total Value-to-Paid In = (Amount of Distributions Received + Current Net Asset Value)/(Total Amount of Capital Paid-In)

Definitions (cont.)

Time-Zero IRR:	Represents the gross IRR calculated as if every investment were initiated on the same date
Write-Down Ratio:	The ratio of capital invested in realized investments that have been sold for a value that is less than 1.0x their original cost basis, divided by the total capital invested in all realized investments
Write-Off Ratio:	The ratio of capital invested in realized investments that have been sold for a value that is less than 0.5x their original cost basis, divided by the total capital invested in all realized investments

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Hamilton Lane

Connecticut Retirement Plans and Trust Funds
Hg Genesis 9

Addendum to the Recommendation Report

March 2021

Important Disclosures

All information contained within this report has been gathered from sources believed to be reliable, including but not limited to the general partner(s), other industry participants and the Hamilton Lane Investment Database, but its accuracy cannot be guaranteed.

The information contained in this report may include forward-looking statements regarding the fund presented or its portfolio companies. Forward-looking statements include a number of risks, uncertainties and other factors beyond the control of the fund or the portfolio companies, which may result in material differences in actual results, performance or other expectations. The opinions, estimates and analyses reflect our current judgment, which may change in the future.

The past performance information contained in this report is not necessarily indicative of future results and there is no assurance that the fund will achieve comparable results or that it will be able to implement its investment strategy or achieve its investment objectives. The actual realized value of currently unrealized investments will depend on a variety of factors, including future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions and circumstances on which the current unrealized valuations are based.

Any tables, graphs or charts relating to past performance included in this report are intended only to illustrate the performance of the fund or the portfolio companies referred to for the historical periods shown. Such tables, graphs and charts are not intended to predict future performance and should not be used as the basis for an investment decision.

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The calculations contained in this document are made by Hamilton Lane based on information provided by the general partner (e.g. cash flows and valuations), and have not been prepared, reviewed or approved by the general partner.

Stacked bar charts or pie charts presented in the Strategy section in this report may not equate to 100% per the data labels on the charts due to rounding; however, all stacked bar charts and pie charts equate to 100% using exact proportions.

Table of Contents

Fund Information

Organization Overview	Fund Overview	Portfolio Construction
General Partner: HgCapital LLP ("General Partner"), ("Hg")	**Fund:** Hg Genesis 9 ("Fund")	**Enterprise Values:** €500 million to €1.5 billion
Firm Inception: 2000	**Target Size/Hard Cap:** £3.0 billion[2]/€4.5 billion Note: Closed on €4.5 billion in October 2020	**Equity Investments:**[3] €200 million to €600 million
Team:[1] 41 investment professionals	**Strategy:** Corporate finance/buyout	**Target Number of Investments:** 10 to 12
Senior Partners: Matthew Brockman, Nic Humphries, Justin von Simson and Stephen Batchelor	**Substrategy:** Large buyout	**Max Single Investment Exposure:** 15%
Locations: London (headquarters), Munich, New York and Luxembourg	**Geography:** Western Europe	**Expected Hold Period Per Investment:** 3 to 5
	Industries: Software and technology services	

[1] Includes Mr. Steven Batchelor, COO & Hg board member
[2] Approximately €3.3 billion, the Fund is Euro denominated
[3] The General Partner expects to make equity investments between €175 million to €525 million out of the Fund, syndicating the rest to co-investors

Net Performance and Benchmarks

HgCapital Prior Investment Performance[1] As of 12/31/20								HL Benchmark Buyout As of 9/30/20			PME Benchmark MSCI Europe As of 12/31/20	J-Curve Benchmark Buyout As of 9/30/20
								Spread vs. Top-Quartile				
(mm) Fund	Vintage	Fund Size	% Drawn[2]	DPI	TVPI	Net IRR	Quarters to Break J-Curve	DPI	TVPI	Net IRR	Spread vs. PME	Comparison to Peers (quarters)
Fund V	2006	£753	98%	1.6x	1.6x	10.7%	5	-0.3x	-0.4x	-278 bps	+685 bps	10 earlier
Fund VI	2009	£1,800	99%	1.7x	1.8x	12.3%	14	-0.5x	-0.6x	-1138 bps	+372 bps	3 later
Fund VII	2013	£2,000	96%	1.8x	2.3x	21.7%	7	0.7x	0.3x	-198 bps	+1461 bps	Equal
Fund VIII	2017	£2,550	74%	0.2x	1.3x	34.3%	5	0.1x	-0.1x	+1209 bps	+2340 bps	Equal
Fund IX	2020	€4,500	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Total				**1.3x**	**1.8x**	**14.8%**					**+761 bps**	

Fundraise Update

- Final close held in October 2020 on €4.5 billion of commitments

[1] Net cash flows provided on a quarterly basis; Capital Drawn, Distributed and NAV are calculated from the cash flows of fee-paying limited partners and excludes cash flows from the General Partner's commitment; Fund V net cash flows excludes Hg 5 co-investment and HgTrust ("HGT") commitments, Fund VI through Fund VIII net cash flows are reflective of net cash flows for limited partners investing in Hg A-E fund vehicles, and are not reflective of Hg co-investment vehicles and HGT commitments; Fund IX cash flows converted from EUR to GBP on date of cash flow
[2] Percent drawn as provided by the General Partner

Recent Activity

- Between 9/30/19 and 12/31/20, Hg completed two exits in Fund VI
- Between 9/30/19 and 12/31/20, the General Partner completed three exits in Fund VII
    - Post 12/31/20, the General Partner agreed to an additional sale within Fund VII
- Between 9/30/19 and 12/31/20, the General Partner completed three Fund VIII investments
- Between 9/30/19 and 12/31/20, the General Partner completed two investments in Fund IX
    - Post 12/31/20, Hg completed two further investments in Fund IX

- Performance has improved in recent funds, reflective of the strategic pivot undertaken by Hg in Fund VII and a greater focus on fund management and net IRR performance at the General Partner
  - Fund V and Fund VI generated second- and third-quartile net IRR returns, respectively
  - Fund VII and Fund VIII generated second-quartile and top-quartile net IRR returns, respectively, with top- and near top-quartile TVPI and DPI returns; the decline in net IRR from 9/30/19 is reflective of the tapering impact of the credit facility
  - Fund IX remains young, with non-meaningful performance to-date and two investments held on its credit facility

HgCapital Prior Investment Performance[1] As of 12/31/20									HL Benchmark Buyout As of 9/30/20			PME Benchmark MSCI Europe As of 12/31/20
(mm)									Top-Quartile			
Fund	Vintage	Fund Size	Capital Drawn	Capital Distributed	NAV	DPI	TVPI	Net IRR	DPI	TVPI	Net IRR	PME IRR
Fund V	2006	£753	£639.5	£1,030.3	£11.2	1.6x	1.6x	10.7%	1.9x	2.0x	13.5%	3.8%
Fund VI	2009	£1,800	1,499.6	2,609.7	123.0	1.7x	1.8x	12.3%	2.3x	2.5x	23.7%	8.6%
Fund VII	2013	£2,000	1,522.3	2,732.1	827.1	1.8x	2.3x	21.7%	1.1x	2.1x	23.7%	7.1%
Fund VIII	2017	£2,550	1,581.2	382.5	1,741.7	0.2x	1.3x	34.3%	0.2x	1.4x	22.2%	10.9%
Fund IX	2020	€4,500	0.0	0.0	-15.0	n/a	n/a	n/a	0.0x	1.1x	27.5%	n/a
Total			**£5,242.6**	**£6,754.6**	**£2,688.1**	**1.3x**	**1.8x**	**14.8%**				**7.2%**

[1] Net cash flows provided on a quarterly basis; Capital Drawn, Distributed and NAV are calculated from the cash flows of fee-paying limited partners and excludes and cash flows from the General Partner's commitment; Fund V net cash flows excludes Hg 5 co-investment and HgTrust ("HGT") commitments, Fund VI through Fund VIII net cash flows are reflective of net cash flows for limited partners investing in Hg A-E fund vehicles, and are not reflective of Hg co-investment vehicles and HGT commitments; Fund IX cash flows converted from EUR to GBP on date of cash flow; NAV at 12/31/20 in Fund IX reflects the unrealized value of the portfolio value, and accrued interest on items such as shareholder loans, cash on hand and fund liabilities

- The General Partner has generated attractive gross returns across Fund VII and Fund VIII
  - Since 9/30/19, the General Partner had generated meaningful exit activity through Fund VI
  - Since 9/30/19, Fund VIII has been written up from a 1.2x gross multiple and 24.6% gross IRR
- As of 12/31/20, the General Partner had deployed over £730.0 million into two investments through Fund IX

HgCapital
Prior Investment Performance[1]
As of 12/31/20

(£mm) Fund	Vintage	# of Inv. Total	# of Inv. Real.	Fund Size	Amount Invested	Amount Realized	Unrealized Value	Gross Mult.	Gross IRR
Fund V	2006	12	11	£753	£736.7	£1,430.0	£14.5	2.0x	15.6%
Fund VI	2009	19	19	1,800	1,779.7	3,733.0	160.6	2.2x	17.7%
Fund VII	2013	13	8	2,000	1,840.9	3,819.1	1,149.0	2.7x	27.2%
Fund VIII	2017	10	0	2,550	2,298.1	39.7	3,313.3	1.5x	29.4%
Fund IX	2020	2	0	4,500	734.4	0.0	730.0	1.0x	-0.9%
Total		**54**	**38**		**£7,389.8**	**£9,021.7**	**£5,367.4**	**1.9x**	**19.5%**

HgCapital
Realized Investment Performance[1]
As of 12/31/20

(£mm) Fund	Amount Invested	Amount Realized	Unrealized Value	Gross Mult.	Gross IRR
Fund V	£685.0	£1,429.9	£0.0	2.1x	16.9%
Fund VI	1,779.7	3,733.0	160.6	2.2x	17.7%
Fund VII	1,253.2	3,610.9	378.0	3.2x	31.0%
Fund VIII	0.0	0.0	0.0	n/a	n/a
Fund IX	0.0	0.0	0.0	n/a	n/a
Total	**£3,717.9**	**£8,773.9**	**£538.6**	**2.5x**	**19.8%**

HgCapital
Unrealized Investment Performance[1]
As of 12/31/20

(£mm) Fund	Amount Invested	Amount Realized	Unrealized Value	Gross Mult.	Gross IRR
Fund V	£51.7	£0.1	£14.5	0.3x	-14.5%
Fund VI	0.0	0.0	0.0	n/a	n/a
Fund VII	587.6	208.1	771.0	1.7x	13.7%
Fund VIII	2,298.1	39.7	3,313.3	1.5x	29.4%
Fund IX	734.4	0.0	730.0	1.0x	-0.9%
Total	**£3,671.8**	**£247.9**	**£4,828.8**	**1.4x**	**17.5%**

[1] Fund IX cash flows converted from EUR to GBP on date of cash flow

- As of 12/31/20, the General Partner had generated attractive gross co-investment performance

HgCapital
Prior Co-Investment Performance[1]
As of 12/31/20

(£mm) Fund	Vintage	# of Inv. Total	# of Inv. Real.	Fund Size	Amount Invested	Amount Realized	Unrealized Value	Gross Mult.	Gross IRR
Fund VII	2013	5	3	£2,000	£579.0	£1,573.2	£389.1	3.4x	30.6%
Fund VIII	2017	1	0	2,550	150.0	0.0	201.6	1.3x	18.2%
Total		**6**	**3**		**£729.0**	**£1,573.2**	**£590.8**	**3.0x**	**30.1%**

HgCapital
Realized Co-Investment Performance[1]
As of 12/31/20

(£mm) Fund	Amount Invested	Amount Realized	Unrealized Value	Gross Mult.	Gross IRR
Fund VII	459.7	1,573.2	186.6	3.8x	32.4%
Fund VIII	0.0	0.0	0.0	n/a	n/a
Total	**£459.7**	**£1,573.2**	**£186.6**	**3.8x**	**32.4%**

HgCapital
Unrealized Co-Investment Performance[1]
As of 12/31/20

(£mm) Fund	Amount Invested	Amount Realized	Unrealized Value	Gross Mult.	Gross IRR
Fund VII	119.3	0.0	202.5	1.7x	14.4%
Fund VIII	150.0	0.0	201.6	1.3x	18.2%
Total	**£269.3**	**£0.0**	**£404.2**	**1.5x**	**15.5%**

[1] Fund IX cash flows converted from EUR to GBP on date of cash flow

Appendices

Definitions

Benchmark Analysis:	An analysis that compares the net IRR of the prior funds to the top-quartile net IRR benchmarks for similar funds (based on strategy and vintage) as reported by the Hamilton Lane database. The benchmark data shown is the most recent data available at this time
DPI:	Distributed-to-Paid In = (Amount of Distributions Received)/(Total Amount of Capital Paid-In)
ESG:	Environmental, Social and Governance
Gross IRR:	Internal Rate of Return ("IRR") of investments at the "fund level," excludes fees paid by LPs to the General Partner such as management fees and carried interest. For investments held less than one year, Hamilton Lane nominalizes the IRR to match the hold period of the investment in order to represent a more meaningful number
Investment Pacing:	An analysis of the total capital invested during the given years. Includes all prior investments, realized or unrealized
J-Curve Benchmark:	Peer (median by age) is calculated by taking the median IRR of similar funds (based on strategy and vintage) in Hamilton Lane's database at each quarter, which are simulated as investing at the same point in time. The length of time to break the J-curve is calculated from inception to the first time each fund generated a positive net IRR
Loss Ratio Analysis:	An analysis of the capital invested in realized transactions generating different multiples of invested capital
Net IRR:	Annualized Internal Rate of Return ("IRR") of investments at the LP level inclusive of fees such as management fees and carried interest paid to the General Partner
Net Returns to Limited Partners:	The performance of the General Partner's prior investment vehicles at the net LP level, inclusive of all fees, carried interest and expenses. Performance data is as reported by the General Partner using actual capital contributions, distributions and net asset value for either all limited partners, or a sample set of limited partners, in the respective funds
Outlier Analysis:	An analysis of the gross returns of investments in prior funds, comparing overall performance against the performance when certain 'outlier' transactions are excluded. Outliers are defined as transactions that generate exceptionally positive or negative results
PME Analysis:	Calculated by taking the fund's monthly cash flows and investing them in the relevant Total Return Index (where all dividends are re-invested). Contributions were scaled by a factor such that the ending portfolio balance would be equal to the private equity net asset value (equal ending exposures for both portfolios). This prevents shorting of the public market equivalent portfolio in order to match the performance of an outperforming private equity portfolio. Distributions were not scaled by this factor. The IRRs were then calculated based on these adjusted cash flows. The selected PME represents the most relevant public market benchmark
Realized Attribution Analysis:	Analysis of the capital invested in, and performance of, the prior realized transactions according to the criteria indicated
Realized Investments:	Hamilton Lane classifies investments as "realized" if it has: i) an unrealized value of less than 20% of the total value; ii) a carrying value that has been written to zero or has been previously written-off; or iii) been fully exited and the GP has no remaining interest in the company
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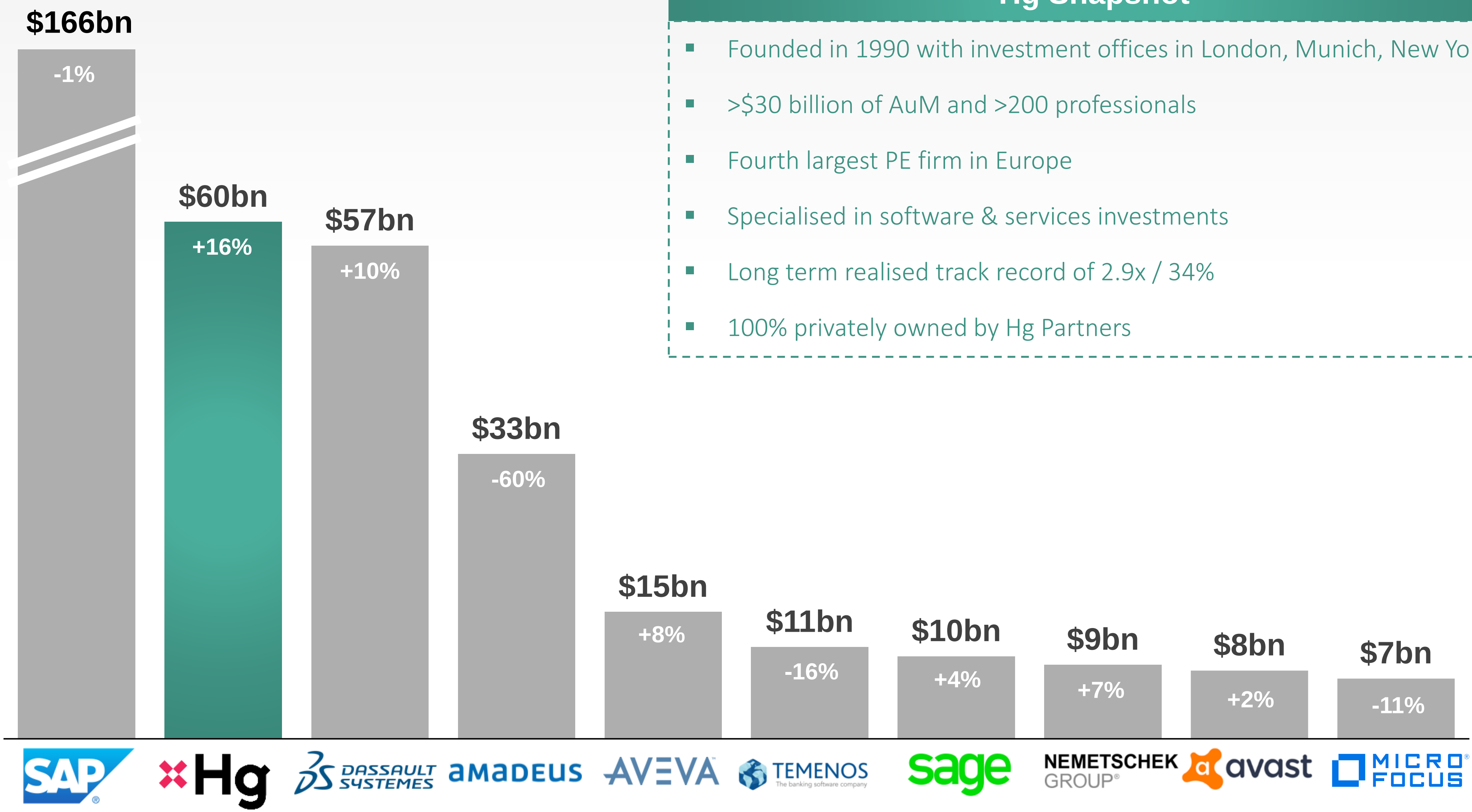
Hg

Hg presentation to State of Connecticut

May 2021

'Hg Inc' is the #2 largest software and #4 largest PE firm in Europe



Hg Snapshot

- Founded in 1990 with investment offices in London, Munich, New York
- >$30 billion of AuM and >200 professionals
- Fourth largest PE firm in Europe
- Specialised in software & services investments
- Long term realised track record of 2.9x / 34%
- 100% privately owned by Hg Partners

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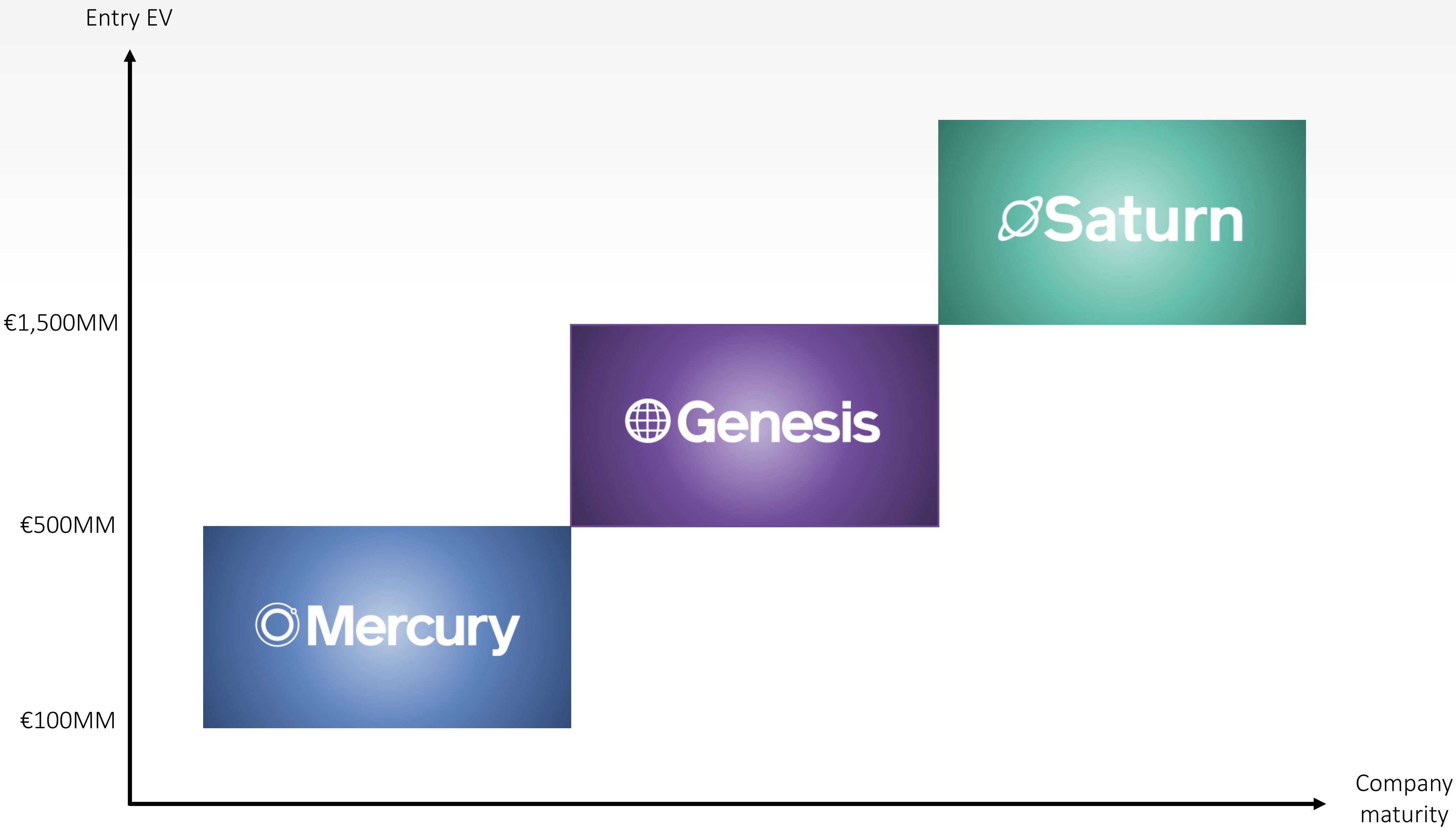
Single strategy across three funds delivering broad market coverage



Global team of >200 professionals across three offices

LEADERSHIP

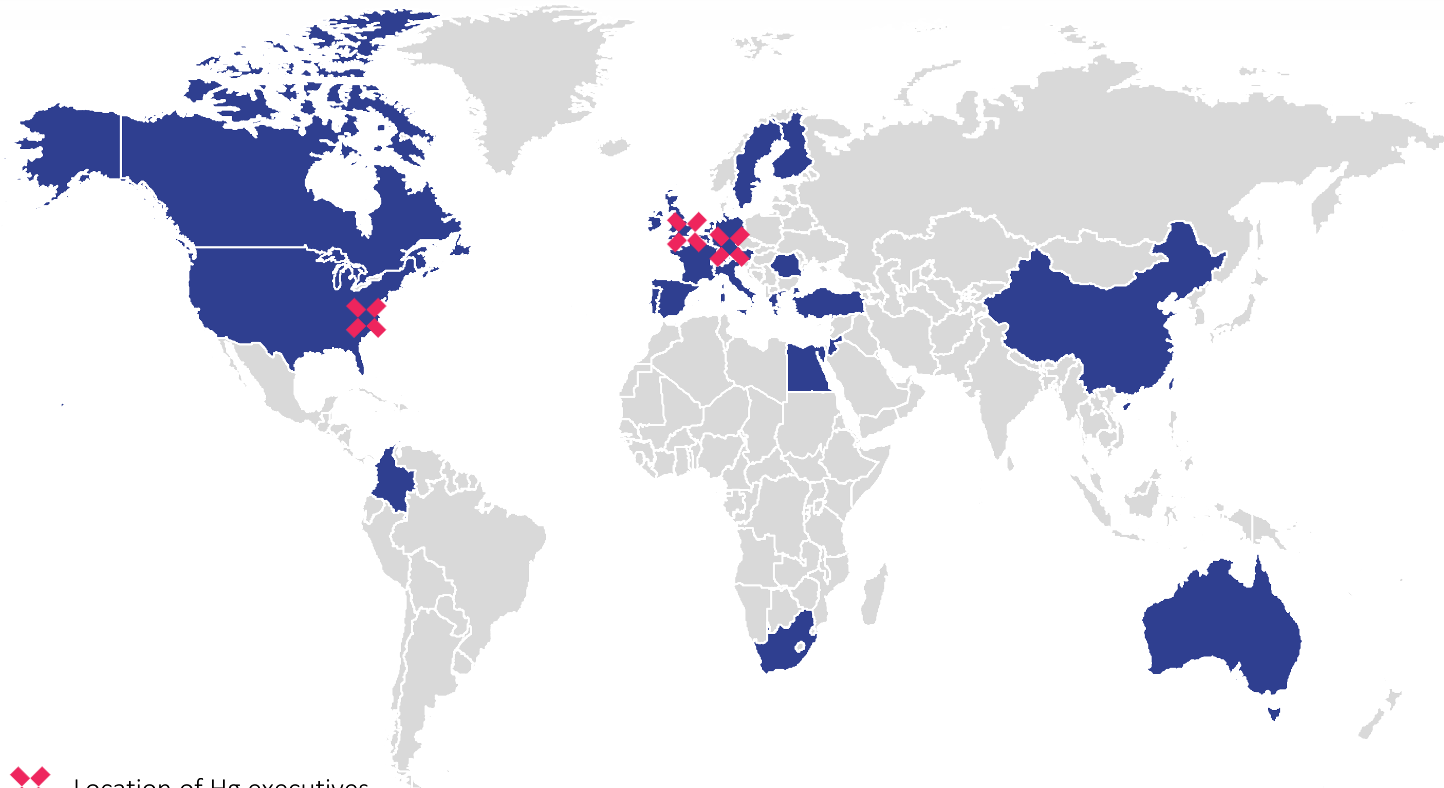
Nic Humphries*	Matthew Brockman*	Justin von Simson*	Steven Batchelor*	Martina Sanow	David Issott	Dawn Marriott
Senior Partner	Managing Partner	Managing Partner	Partner	Partner	Partner	Partner
and Head of Saturn	*Chairman of IC, and Head of Genesis*	*and Saturn Fund*	*COO*	*Deputy COO*	*Head of Mercury*	*Head of Portfolio*

# of Hg executives

c.130

# of nationalities among executives

c.30



Location of Hg executives

Nationalities of Hg executives

* Hg Board member

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Strong LTM revenue and EBITDA growth reported across all funds

Hg

		Feb 2021 LTM Overall revenue growth	Feb 2021 LTM Overall EBITDA growth
Hg	Overall	+16%	+26%
Saturn 1	2018	+17%	+24%
Saturn 2	2020	+22%	+31%
Genesis 7	2013	+13%	+24%
Genesis 8	2018	+16%	+28%
Genesis 9	2020	+28%	+45%
Mercury 1	2012	+4%	+18%
Mercury 2	2018	+13%	+21%

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Performance improved as Hg specialised; all Software & Services funds are delivering top quartile net returns

Fund	Fund Size	Coinvest	# of Realised / Total Investments	Gross		Net	
				Realised	Total	Current	Projected
Genesis 9 (2020)	€4.5 billion	-	0/4	-	1.1x / 89%	-	-
Saturn 2 (2020)	$5.0 billion	$3.1 billion	0/4	-	1.3x / 81%	**1.4x / 291%**	-
Saturn 1 (2018)	£1.5 billion	£1.7 billion	0/4	-	1.7x / 32%	**1.5x / 30%**	**2.4x / 22%**
Genesis 8 (2018)	£2.6 billion	£150 million	0/11	-	1.7x / 37%	**1.6x / 47%**	**2.3x / 27%**
Mercury 2 (2018)	£595 million	£242 million	1/10	4.7x / 119%	2.0x / 63%	**1.7x / 109%**	**2.7x / 36%**
Genesis 7 (2013)	£2.0 billion	£651 million	11/12	2.9x / 30%	2.8x / 28%	**2.4x / 22%**	**2.5x / 22%**
Mercury 1 (2012)	£380 million	£41 million	10/12	3.1x / 39%	3.3x / 40%	**2.7x / 28%**	**3.0x / 29%**

As at 31st March 2021 adjusted for post period end transactions. Net performance figures are preliminary and subject to change.

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Co-invest vehicle: Hg draft proposal

Consideration	Fully discretionary vehicle	Historic coinvest returns
Merits	➢ Highest rate of co-invest flow (de facto top of list) ➢ Build portfolio of investments; 30% single asset max ➢ Commitment at inception gives Hg clarity on co-invest appetite ➢ 10 Business Days for capital calls ➢ USD denominated vehicle	**3.7x MOIC / 33% IRR net to clients**
Things to think about	➢ Appropriately sizing commitment at inception; can top up subsequently	
Expected opportunities	➢ 2-3 deals in Saturn 2 likely over next 18 mths ➢ 0-2 deals in Genesis, some point in next 2.5 yrs ➢ 0-3 deals in Mercury, some point in next 3 yrs	

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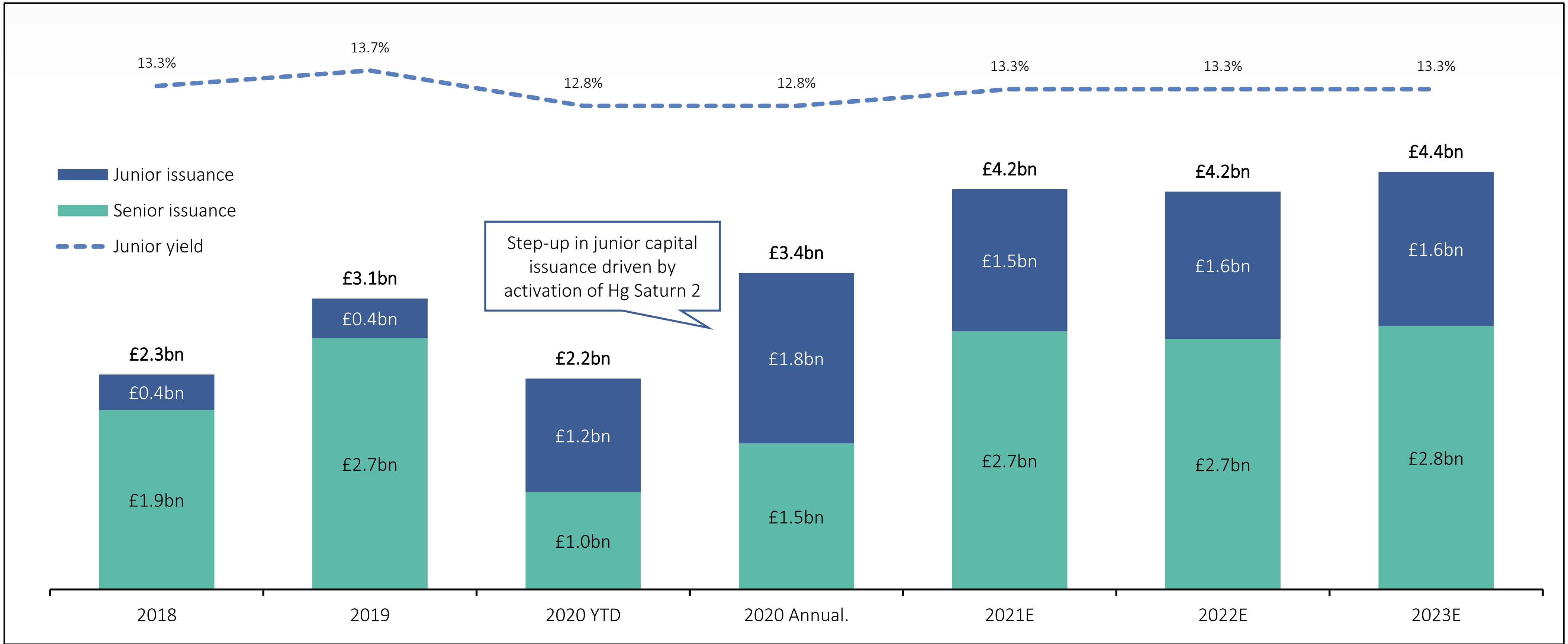
The Junior Debt financing opportunity at Hg has increased significantly since the launch of Saturn…

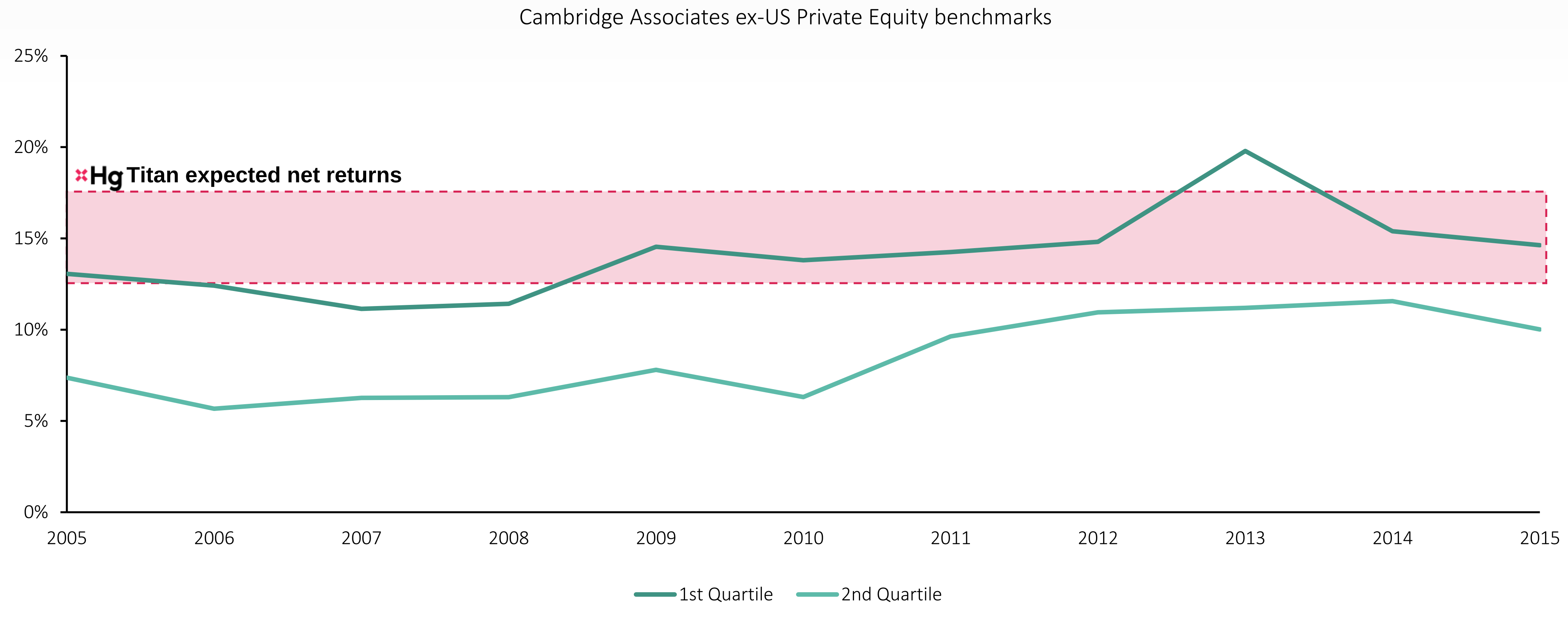
… Hg now raises over $1.6 billion equivalent of junior capital annually

- Going forward, Hg expects to issue at least $1.75 - $2.0 billion equivalent in junior debt annually, as the 2020 vintage funds are invested
- Junior lenders earned $130m equivalent of PIK interest and fees on Hg-issued junior debt in 2019, a figure expected to increase to >$200m this year



Hg Titan expected to generated strong returns, with very low risk

- Hg has had ZERO impairments across >100 investments and >$24bn of created credit since independence in 2000
- Hg Titan expected net returns of ~15% would benchmark as Top Quartile in 80% of the last 10 buyout vintages (mature funds only) and comfortably second quartile or better without exception, with a significantly improved risk profile
- Whilst also benefitting from the ability to capture return premium typically required for non-controlling junior debt positions



Notes: Based on data compiled from 577 ex-US private equity funds. Internal rates of returns are net of fees, expenses and carried interest. CA research shows that most funds take at least six years to settle into their final quartile ranking; therefore fund or benchmark performance metrics from more recent vintage years may be less meaningful.

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SHAWN T. WOODEN
TREASURER

State of Connecticut
Office of the Treasurer

DARRELL V. HILL
DEPUTY TREASURER

May 7, 2021

Members of the Investment Advisory Council ("IAC")

Re: **Avance Investment Partners, L.P.**

Dear Fellow IAC Member:

At the May 12, 2021 meeting of the IAC, I will present for your consideration a private equity opportunity for the Private Investment Fund ("PIF") in the Connecticut Retirement Plans and Trust Funds (the "CRPTF"): Avance Investment Partners, L.P. ("Avance I", or the "Fund"). The Fund is being raised by Avance Investment Management, LLC ("Avance"), a New York, NY headquartered private equity firm.

I am considering an investment of up to $100 million in Avance I, a fund that is focused on making growth buyout investments in the U.S. lower middle market with a focus on founder-owned businesses, industry consolidations, and companies benefitting from the growing U.S. Hispanic market. Avance was formed in 2020 by three co-founders who successfully executed a similar strategy together for over 15 years at a prior firm. A Fund commitment would provide the CRPTF with exposure to an attractive and differentiated strategy in the U.S. lower middle market.

Attached for your review is the recommendation from Steven Meier, Interim Chief Investment Officer, and the due diligence report prepared by Hamilton Lane. I look forward to our discussion of these materials at the next meeting.

Sincerely,

Shawn T. Wooden
State Treasurer

OFFICE OF THE STATE TREASURER

MEMORANDUM

DECISION

TO:	**Shawn T. Wooden, Treasurer**
FROM:	**Steven R. Meier, Interim Chief Investment Officer**
CC:	**Darrell V. Hill, Deputy Treasurer** **Raynald D. Leveque, Deputy Chief Investment Officer** **Kevin Cullinan, Chief Risk Officer** **Mark E. Evans, Principal Investment Officer** **Olivia Wall, Investment Officer**
DATE:	**April 27, 2020**
SUBJECT:	**Avance Investment Partners, L.P. – Final Due Diligence**

Summary

The purpose of this memorandum is to recommend that the Connecticut Retirement Plans and Trust Funds ("CRPTF") consider a commitment of up to $100 million to Avance Investment Partners, L.P. ("Avance I", or the "Fund"). Avance I will pursue growth buyout investments in the U.S. lower middle market with a focus on founder-owned businesses, industry consolidations, and companies benefitting from the growing U.S. Hispanic market.

The Fund's general partner, Avance Investment Partners GP, LLC (the "GP"), is targeting a $500 million Fund size with an $850 million hard cap that is likely to be oversubscribed. The Fund's first closing was held in March 2021 and a final close is expected during the third quarter of 2021, with expectations that the Fund will reach its hard cap. The GP is an affiliate of Avance Investment Management, LLC ("Avance" or the "Firm"), a New York, NY headquartered private equity firm formed in 2020 by David Perez, Luis Zaldivar, and Erik Scott, who have worked together for more than 15 years at Avance and another private equity firm.

Strategic Allocation within the Private Investment Fund

The Fund's buyout strategy falls under the Corporate Finance allocation of the Private Investment Fund ("PIF"). The Investment Policy Statement ("IPS") establishes target allocation ranges of 70% to 100% to Corporate Finance investments within the PIF portfolio as measured by a percentage of total exposure, defined as market value plus unfunded commitments. The PIF's total exposure to Corporate Finance strategies was approximately 84%, as of September 30, 2020.

The Avance I sub-strategy is categorized further as a small buyout fund, which represented approximately 13% of the PIF's estimated total exposure as of September 30, 2020. A Fund commitment would align with the PIF's FY21 strategic pacing plan objective of maintaining the portfolio's small buyout exposure in the range of 9% to 13%. The recommended Avance I commitment would represent the CRPTF's first investment with Avance. Pension Funds Management ("PFM") investment professionals believe that Avance's strategy and proven capabilities with founder-owned businesses, including those benefiting from the growing U.S. Hispanic market, would provide the CRPTF with exposure to investments that would be complementary to the PIF's existing buyout portfolio.

Firm and Management Team

Avance was founded in 2020 by David Perez, Luis Zaldivar, and Erik Scott (the "Founders"), who have worked together for more than 15 years including at Palladium Equity Partners ("Palladium") until departing together in 2019. Perez and Zaldivar have known each other since attending Harvard Business School together in the mid-1990s.

David Perez joined Palladium in 2003 and served as the firm's President and Chief Operating Officer from December 2012 through his departure in 2019. Over the course of 16 years at Palladium, Perez was directly involved in the oversight, execution, and monitoring of investments. In addition, he served on the firm's investment and risk committees. As President and COO, Perez had a significant role in managing the firm's overall operations and investment activities. Prior to joining Palladium, Perez held private equity investment positions with General Atlantic, Atlas Venture, and Chase Capital Partners.

Luiz Zaldivar joined Palladium in 2004 and was a Senior Managing Director, where his responsibilities included oversight of investments, investment teams, and capital deployment. Zaldivar was also a member of the Palladium investment and risk management committees. Prior to joining Palladium, Zaldivar served as a Vice President Corporate Development at Univision Communications, where he was involved in a number of strategic initiatives, including acquisitions across the broadcasting and entertainment divisions. Earlier in his career, Zaldivar was an investment banker at Lehman Brothers and a senior consultant at Accenture.

Erik Scott joined Palladium in 2005 where he served as a Managing Director and helped lead investments in several sectors while also serving as an investment committee member. Prior to Palladium, Scott was a principal with two private equity firms: FdG Associates and Parthenon Capital. Scott's prior experience includes investment roles with Raymond James Capital and Allied Capital as well as investment banking positions with Alex. Brown and Bowles Hallowell Conner.

David Perez and Luis Zaldivar are Avance's Managing Partners and share oversight of the Firm's operations and investment strategy execution. The Founders will lead and/or be members of deal teams and serve on the boards of portfolio companies. The Founders are also the initial members of the Avance Investment Committee, although all investment professionals are expected to be included in Investment Committee meetings to support team development and enhanced communications. Investments must be approved by at least two members of the Investment Committee for the Firm to move forward with an opportunity; however, the Founders expect final Investment Committee decisions to be unanimous as less compelling opportunities are likely to be turned down earlier in Avance's multi-step, iterative Investment Committee process. All of the Firm's Partners also serve Avance's Management Committee, which is responsible for overseeing all risk management matters.

Based on their prior private equity experience, the Founders created Avance's organizational design around key tenets including building a dynamic, high quality team with leadership and resources focused in key functional areas, while promoting a cohesive team culture and open communications. Avance's key functional areas are business development and sourcing, deal execution, firm management, and portfolio value creation.

Gretchen Perkins joined Avance earlier in 2020 as Partner and Head of Business Development and will lead Avance's investment sourcing efforts. Perkins has more than 20 years of private equity sourcing and business development experience having led and created similar programs at two lower middle market firms, Huron Capital and Long Point Capital.

Co-Founder and Partner Eric Scott oversees Avance's deal execution team, which also currently includes a Principal, Vice President, and two Associates. The Founders expect to continue to add deal execution professionals over time. Avance is in advanced stages of discussions with candidates to fill several positions across other functional areas including research, talent, and finance/accounting. The Firm is headquartered in New York and has an office in Miami, FL, which is overseen by Luis Zaldivar.

The Founders are also in the process of building out a team of Senior Advisors, which will be comprised of industry executives well known to the Avance team. The Senior Advisors will be engaged to support Avance's talent building efforts at both the Firm and portfolio company level, thematic development and sourcing, and diligence while some are likely to serve as board members and advisors to portfolio company management teams. Angel Morales joined Avance as a Senior Advisor in February 2020. Morales has over 25 years of private equity experience and was the former co-head of Bank of America's internal private equity group, BAML Capital Partners. Morales has a deep network in the Hispanic community and relevant experience as an investor and board member of a health care company focused on the Hispanic community.

The Avance management company is wholly owned by its Founders and is a minority-owned firm. The Comptroller of the State of New York, as trustee of the Common Retirement Fund, is Avance's anchor investor through a significant commitment made to the Fund. In exchange for its anchor investor status, the New York Common Retirement Fund holds a passive, minority equity interest in the GP and the management company.

Investment Strategy and Market Opportunities

Avance's investment strategy is to pursue control buyouts of U.S. lower middle market companies, with a particular focus on founder-owned businesses, industry consolidations, and companies and market opportunities likely to benefit from the growing U.S. Hispanic market. More specifically, Avance will seek to leverage the Partners' considerable prior experience and networks in certain segments of the consumer and services sectors, including consumer products and services, financial services, healthcare services, and business services. The Firm will seek to build a Fund portfolio of 8 to 12 platform investments with equity investments of $25 million to $125 million per company.

Avance targets lower middle market companies, which the Firm generally categorizes as those companies with $5 million to $25 million in EBITDA and total enterprise values of $50 million to $250 million. The Firm's Partners have significant experience sourcing and executing investments in the U.S. lower middle market and continue to view Avance's target market as attractive on several dimensions, including a large addressable market opportunity and more favorable competitive dynamics. During 2019, approximately 6,000 lower middle market, founder-owned companies were sold in the U.S. and Canada according to industry research. Moreover, founder-owned companies in Avance's target market have historically traded at entry valuation multiples

2x to 3x lower than larger companies. Avance believes these favorable transaction features persist because founders often value partner fit and experience over price maximization, while lower middle market lending practices have generally remained more conservative than other market segments.

Avance believes smaller, founder owned companies are ideally suited to benefit from the Firm's capital and strategic support to achieve significant value creation through the transition from founder-led to professionally led enterprises. The Founders have developed extensive experience and skills needed to assist founders looking to achieve further growth and development goals by transitioning from controlling shareholder and managers into minority owners and partners. Based on Avance's experience in this market segment, many founder owned companies lack long-term strategic growth plans, talent and management development capabilities, succession plans, formalized governance structures, and the management and capital resources to capture organic and inorganic growth opportunities. As outlined below, Avance has developed its STAGE™ value creation framework to address these challenges and position its portfolio companies for sustained growth and increased financial and strategic value.

A key component of the Avance investment strategy is the Firm's focus on fragmented markets that provide opportunities for strategic consolidation. Having completed over 100 add-on acquisitions in their careers, the Founders have substantial experience investing in smaller platform companies that are then built into market leaders through the successful execution of "buy and build" strategies. The Partners have developed a robust playbook to support the Firm's consolidation efforts including planning and research, target mapping of potential add-on candidates during due diligence, systematic outreach strategies, establishing the appropriate structure and resources at each portfolio company, and guiding and implementing portfolio companies with best practices for due diligence, execution, integration, and reporting. Avance portfolio companies also benefit from the Firm's expertise and deep relationships with lenders and other capital providers.

While Avance does not exclusively focus on the U.S. Hispanic market, the Firm believes the favorable demographic trends and increasing economic power of this market present a large and attractive investment opportunity for the Firm. According to the U.S. Census, the U.S. Hispanic market has been the fastest growing demographic over the last 60 years, including a nearly doubling in the past 20 years. The US Hispanic population is expected to continue to grow rapidly with the Pew Research Center projecting that Hispanics will represent nearly 30% of the total U.S. population by 2050. Today's U.S. Hispanic population also skews younger than other demographics, which is expected to drive further growth in labor market participation, economic spending power, and social factors. According to third-party research, the U.S. Hispanic economy at $2.3 trillion would be represent the third fastest growing and eight largest economy in the world if measured on a stand-alone GDP basis. The growing U.S. Hispanic population and labor force participation has also led to an increase in business formations by Hispanics, with more than four million Hispanic-owned businesses in the U.S. according to recent study by the U.S. Hispanic Chamber of Commerce.

The Firm's Managing Partners are Hispanic, and the majority of the Founders' prior investment experience has been in this market segment. The Founders believe the Firm's specialized skills, networks and expertise provides Avance with distinct competitive advantages and perspective when the Firm pursues an investment opportunity that can benefit from the growth of the U.S. Hispanic market including the following.

- *Companies Marketing to Hispanic Consumers*: Avance can offer support to companies seeking business growth with Hispanic populations by leveraging the Founder's expertise in developing and executing marketing, financing, and customer service strategies to best serve this market. The Founders understand that the U.S. Hispanic population is not a monolithic demographic and have extensive experience with companies addressing the needs of specific ethnic and regional nuances.

- *Hispanic Owners and Entrepreneurs*: As long-term and successful investors in the U.S. Hispanic market, the Founders will continue to leverage their involvement in cultural affinity networks and trusteed reputation to best position Avance to win opportunities with Hispanic business owners. In addition, the Firm will utilize its extensive networks of Hispanic executives and business owners to help Avance establish deeper connections with management teams and shareholders during the pursuit of a target investment and throughout the holding period for those companies acquired.

- *Companies Growing Beyond Core Hispanic Markets*: Avance believes that the continued growth of the U.S. Hispanic market combined with the increased "mainstreaming" of products and services previously marketed to specific ethnic groups will provide for additional opportunities to leverage the Firm's expertise in these areas.

The Partners will seek to generate attractive risk-adjusted and sustainable investment returns by improving the growth and operating performance of Avance's portfolio companies. By partnering with management teams and industry executives, Avance's goal is to transform lower middle market companies into larger, professionally run enterprises with sustainable growth profiles. Through their significant investment experience in its target market, the Partners believe the Fund's investment objectives can be achieved through and with the following practices and resources.

- Keeping a disciplined focus on undermanaged or under-optimized companies, including those focused on the growing U.S. Hispanic market. The Founders have successfully partnered with many founder-led and family-owned businesses to support these companies through the next stage of development and growth.

- Avance's investment sourcing and screening efforts will be centered in a thematic, research-driven approach. This sector knowledge base will be used to identify long-term secular growth trends, changing industry dynamics, and developing market opportunities and challenges to support Avance's goals of identify companies and market segments with favorable growth prospects.

- Leveraging the Firm's extensive networks of industry relationships and resources to provide complementary insights and value to Avance and its portfolio companies. The Avance team has developed a deep network of industry executives, Hispanic executives, business owners, advisors, and functional experts that it will continue to utilize to bring world-class business practices to smaller, generally underserved companies and markets.

- Maintaining a high performance, commercially oriented organization with a well-earned reputation for being approachable, supportive, and fair to its partners. The Founders have utilized lessons learned throughout their private equity careers to create Avance based on best practices, including building a “people first” culture centered on attracting and developing talented and diverse professionals across the Firm. Avance’s investment and operations strategy also includes senior level involvement during the full investment cycle, active portfolio engagement, and the application of robust systems, data analytics, technology and processes as well as transparent reporting and communications.

- Development and execution of a customized value creation plan for each portfolio company based on Avance’s STAGE™ framework, which focuses on five key elements of value creation: Strategy, Talent, Acquisitions, Growth, Exit. Strategy includes utilizing Avance’s internal expertise as well as key external resources to build a detailed strategic plan with management, including the assignment of responsibility and accountability. Talent initiatives are focused on the assessment of existing personnel and the addition of complementary executives as needed, including the recruitment of board members with industry expertise. Avance supports each company’s Acquisitions plans through profiling and targeting potential add-ons, proactive outreach, and execution. Growth initiatives include the development of organic growth plans, which may involve channel development and digital enhancements. Avance’s Exit planning starts prior to an investment is made through an assessment of market composition, competitive dynamics, and value creation potential to best position a company for an eventual successful exit. etc. Post-investment Avance supports its companies with Exit execution, including through key strategic and trusted advisor relationships.

<u>Track Record</u>

Avance’s Partners have held senior leadership and investment roles involving over $2 billion invested across more than 40 investments. However, the Founders did not receive attribution for their investment track record when they departed Palladium. Therefore, PFM investment professionals did extensive due diligence and reference calls with institutional investors, portfolio company executives and board members who have invested with or worked directly with the Founders. Through this process, PFM investment professionals gained comfort that the Founders had extensive senior-level responsibilities with the sourcing, execution, and management of many successful investments prior to forming Avance.

More specifically, references validated that Avance’s strategy fully aligns with the Founders’ significant investment expertise and experience within the Fund’s targeted markets, including its focus on founder-owned companies and those targeting the U.S. Hispanic market. Further, certain institutional investors and executives familiar the Founders’ prior investment experience shared their proprietary views that the Founders contributed significantly to strong investment outcomes, supported companies through good and challenging times, and delivered on commitments made to investors and management teams.

The CRPTF previously considered an investment opportunity in Palladium Equity Partners IV (“PEP IV”), which was presented at the January 2013 Investment Advisory Council (“IAC”). While a majority of the then IAC members were supportive of the opportunity and voted to waive the 45-day comment period, the commitment did not close due to unsuccessful legal negotiations. PFM investment professionals reviewed the PEP IV due diligence materials prepared by staff and CRPTF’s consultant at that time, which also helped to validate the Founders’ senior level roles at Palladium as well as their involvement with investments at that time. These findings are consistent with the information gathered through recent reference and due diligence calls performed by PFM investment professionals.

Key Strengths

1. **Experienced, Cohesive Founding Team.** Avance's Founders have been investing together for more than 15 years, and the Firm's Managing Partners have known each other for more than 25 years. The Founders gained significant experience investing successfully together in the same target markets that are the focus of the Avance and Fund strategy. The Founders formed Avance to continue to execute a similar strategy but with the goal of optimizing outcomes through enhancements to Firm management and processes, including a functional organizational design and a thematic, research-driven to identify and screen attractive investment opportunities. The Founders recruited Gretchen Perkins to join the Firm as a Partner and Head of Business Development, which is consistent with the Founders' objectives of building a best-in-class team of experienced and diverse professionals.

2. **Consistent, Differentiated Strategy.** Avance's investment strategy is consistent with the lower middle market, private equity strategies that the Partners all executed successfully with prior firms. The Founders' specific experience with companies and markets benefitting from the growth of the U.S. Hispanic market should continue to provide the Firm with competitive advantages and a differentiated approach to lower middle market private equity investing. While early in the Fund's life, the Avance team has already closed its first investment and has a second investment under exclusivity, with both companies fitting squarely into Avance's strategy and target investment profile.

Major Risks and Mitigants

1. **First Time Fund.** Many of the common concerns associated with a first-time fund manager, including longevity of investment experience, lack of firm management experience, and level of institutional support, are largely mitigated with Avance. The Firm's Partners all have more than 25 years of investment experience, with the Founders having invested together for more than 15 years at a prior firm. In addition, David Perez served as President & COO of Palladium, where he was a member of the firm's management committee and had significant responsibilities overseeing firm operations as well as investments. The Founders were all investment committee members for several Palladium funds, and references shared their favorable impressions of the significant contributions that Luiz Zaldivar and Erik Scott made in the areas of portfolio construction and investment execution, respectively.

   Avance has also received strong support from several institutional investors that have known the Founders for many years, including a substantial strategic commitment from Avance's anchor investor, the New York Common Retirement Fund.

Legal and Regulatory Disclosure (provided by Legal)

Pursuant to its response, Avance states (i) it has no material business-related legal or non-routine regulatory matters to report, (ii) there have been no material claims under its fidelity, fiduciary or E&O insurance policies, and (iii) there are no ongoing internal investigations to report.

The firm was founded in 2020 by David Perez, Luis Zaldivar and Erik Scott. No individual has a controlling interest. Since the firm was formed last year, there have been no material changes.

Avance states it has adequate internal investigation procedures, including conducting background checks of all personnel and directors. Employees must affirmatively sign quarterly compliance certificates and are periodically trained on compliance policies and the firm's Code of Ethics.

Compliance Review

The Chief Compliance Officer's Workforce Diversity & Corporate Citizenship review is attached.

Environment, Social & Governance Analysis ("ESG")

The Assistant Treasurer for Corporate Governance & Sustainable Investment's Evaluation and Implementation of Sustainable Principles review is pending.

COMPLIANCE REVIEW FOR PRIVATE INVESTMENT FUND

SUMMARY OF LEGAL AND POLICY[1] ATTACHMENTS

SUBMITTED BY

AVANCE INVESTMENT MANAGEMENT, LLC

I. Review of Required Legal and Policy Attachments

AVANCE INVESTMENT MANAGEMENT, LLC ("Avance") a New York-based minority-owned[2] (Hispanic) company, completed all required legal and policy attachments. It disclosed no third party fees, campaign contributions, known conflicts, gifts or legal/regulatory proceedings.

II. Workforce Diversity (See Also 2 year[3] Workforce Diversity Snapshot Page Attached)

As of March 2021, Avance employed 8, 2 more than the 6 employed in December 2020. One woman and 3 minority males are Executive/Senior Level Officials and Managers. Since its founding in 2020, the firm has hired 3 women and 1 minority.

Commitment and Plans to Further Enhance Diversity

As a minority-owned firm, diversity is a fundamental core value of the firm and its partners. Throughout their careers the partners have been staunch supporters of diversity efforts at their prior firms and very actively involved in organizations that support diversity including, the National Association of investment Companies (NAIC), where two partners served as board members and one served as chair of the board for 4 years. Other organizations supported include, the Toigo foundation, where one partner served as a board member, Ballet Hispanico, where one partner served as a board member and president of the Board, and Association for Corporate Growth. It has been the experience of the principals that diverse firm leadership plays a significant role in attracting high-quality diverse candidates, which enables a culture where diversity is embedded throughout the organization and portfolio companies.

Workforce Statistics

For Executive/Senior Level Officials and Managers:

- Women held 25% (1 of 4) of these positions in both 2021 and 2020.
- Minorities held 50% (50% Hispanic) or 2 of 4 of these positions in both 2021 and 2020.

At the Management Level overall:

- Women held 33.33% (2 of 6) of these positions in 2021, down from 40% (2 of 5) in 2020.
- Minorities held 50% (25% Asian, and 25% Hispanic) or 3 of 6 of these positions in 2021, up from 40% (40% Hispanic) or 2 of 5 held in 2020.

[1] The Treasury Unit responsible for reviewing Avance's ESG submission will prepare a separate report.
[2] Not Connecticut certified.
[3] Typically the Treasury receives 3 years of diversity workforce data however, Avance provided 2 years as it was founded in 2020.

At the Professional Level:

- Women held 50% (1 of 2) of these positions in 2021, down from 100% (1 of 1) in 2020.
- Minorities held 100% (100% Hispanic) of these positions in both years reported: 2021 (2 of 2) and 2020 (1 of 1).

Company-wide:

- Women held 38% (3 of 8) of these positions in 2021, down from 50% (3 of 6) held in 2020.
- Minorities held 62.5% (12.5% Asian, and 50% Hispanic) or 5 of 8 of these positions in 2021, up from 50% (50% Hispanic) or 3 of 6 held in 2020.

III. Corporate Citizenship

Charitable Giving:
Avance's goal is to positively impact the community as a good corporate citizen and to operate responsibly at a social, cultural and environmental level. The firm and its professionals have historically sponsored the Toigo Foundation, the NAIC and Ballet Hispanico. Avance's founders have served as members of the boards of directors of such organizations, giving time and providing financial resources. The firm encourages charitable involvement and considers matching employee donations and supporting initiatives consistent with the firm's mission and values.

Internships/Scholarships:
Avance is currently engaged with NAIC to support their WIA Paradigm Changers Program, which helps to recruit diverse women into Alternative Investments. The firm expects to be a part of that 2021 summer internship program.

Procurement:
Avance did not address whether it has a written procurement policy to engage diverse businesses, but reported that it does engage such businesses. Examples include, working with women-owned firms in Executive Search, Marketing, PR and Branding. The firm also utilizes female law and accounting partners as leads, and actively works with female investment bankers.

Hamilton Lane

Connecticut Retirement Plans and Trust Funds
Avance Investment Partners, L.P.

Informational Report

April 2021

Important Disclosures

All information contained within this report has been gathered from sources believed to be reliable, including but not limited to the general partner(s), other industry participants and the Hamilton Lane Investment Database, but its accuracy cannot be guaranteed.

The information contained in this report may include forward-looking statements regarding the fund presented or its portfolio companies. Forward-looking statements include a number of risks, uncertainties and other factors beyond the control of the fund or the portfolio companies, which may result in material differences in actual results, performance or other expectations. The opinions, estimates and analyses reflect our current judgment, which may change in the future.

The past performance information contained in this report is not necessarily indicative of future results and there is no assurance that the fund will achieve comparable results or that it will be able to implement its investment strategy or achieve its investment objectives. The actual realized value of currently unrealized investments will depend on a variety of factors, including future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions and circumstances on which the current unrealized valuations are based.

Any tables, graphs or charts relating to past performance included in this report are intended only to illustrate the performance of the fund or the portfolio companies referred to for the historical periods shown. Such tables, graphs and charts are not intended to predict future performance and should not be used as the basis for an investment decision.

By accepting receipt of this investment report and in consideration of access to the information contained herein (together with the investment report, the “Confidential Information”), the recipient agrees to maintain the strict confidentiality of any and all Confidential Information in accordance with the terms of this paragraph. The recipient acknowledges that (i) the Confidential Information constitutes proprietary trade secrets, and (ii) disclosure of any Confidential Information may cause significant harm to Hamilton Lane Advisors, L.L.C. (“Hamilton Lane”), its affiliates or any of their respective businesses. Unless otherwise required by law, the recipient shall not disclose any Confidential Information to any third party. If required by law to disclose any Confidential Information, the recipient shall provide Hamilton Lane with prompt written notice of such requirement prior to any such disclosure so that Hamilton Lane may seek a protective order or other appropriate remedy. Prior to making any disclosure of any Confidential Information required by law, the recipient shall use its reasonable best efforts to claim any potential exemption to such requirement and otherwise shall limit disclosure only to such information that is necessary to comply with such requirement.

The calculations contained in this document are made by Hamilton Lane based on information provided by the general partner (e.g. cash flows and valuations), and have not been prepared, reviewed or approved by the general partner.

Stacked bar charts or pie charts presented in the Strategy section in this report may not equate to 100% per the data labels on the charts due to rounding; however, all stacked bar charts and pie charts equate to 100% using exact proportions.

Table of Contents

Fund Information

Organization Overview	Fund Overview	Portfolio Construction
General Partner: Avance Investment Management, LLC ("General Partner"), ("Avance")	**Fund:** Avance Investment Partners, L.P. ("Fund")	**Enterprise Values:** $50 million to $250 million
Firm Inception: 2020	**Target Size/Hard Cap:** $500 million/$850 million	**Equity Investments:** $25 million to $125 million
Team: 8 investment professionals	**Strategy:** Corporate finance/buyout	**Target Number of Investments:** 8 to 12
Senior Partners: David Perez, Luis Zaldivar, Erik Scott and Gretchen Perkins	**Substrategy:** Small buyout	**Max Single Investment Exposure:** 20%
Locations: New York (headquarters) and Miami	**Geography:** United States	**Expected Hold Period Per Investment:** 3 to 7 years
	Industries: Services and consumer	**Target Returns:** 2.5x to 3.0x gross multiple; 2.0x TVPI

Fundraise Update

- First close held on 3/8/21 on approximately $433.5 million of capital commitments
- Subsequent close targeted for 4/30/21
- Final close targeted for 6/28/21

Executive Summary (cont.)

Key Terms[1]

Term	Summary
Investment Period	5.5 years
Fund Term	10 years; + 1 one-year extension at the discretion of the General Partner; + 1 one-year extension with advisory board approval
GP Commitment	At least 2.0%
Management Fee	2.0% of aggregate commitments stepping down to 2.0% of net invested capital during the post-investment period
Fee Discount	None
Fee Offset	Capital Commitments / Fee Offset: ≤$500 million – 50%; $500 million to $850 million – 80%; ≥$850 million – 100%
Organization Expenses	$2 million
Carry/Preferred Return	20%/8%; Deal-by-deal
GP Catch-up	100%
Clawback	Yes

Fee Offset:

Capital Commitments	Fee Offset
≤$500 million	50%
$500 million to $850 million	80%
≥$850 million	100%

[1] Refers to the terms proposed by the General Partner as of 4/1/21; terms are subject to change during fundraising

Investment Thesis

Experienced, reputable senior team with meaningful industry networks	• Avance was founded by David Perez, Luis Zaldivar and Erik Scott, who worked together for approximately 15 years at Palladium Equity Partners (“Palladium”) • During their tenure at Palladium, Messrs. Perez, Zaldivar and Scott (collectively, the “Founding Partners”) developed significant industry networks within the U.S. Hispanic market that are expected to enhance Avance’s sourcing capabilities
Well-developed, diverse organization albeit early	• The General Partner has built out a diverse team comprised of both senior and junior professionals and has identified several key personnel to hire in the near term • In addition to maintaining two offices, Avance has developed strategic plans for the organization of the firm, including the addition of functional areas, the formation of sector-dedicated investment teams and technology- and research-driven processes
Primary focus on founder-owned businesses inclusive of the U.S. Hispanic market	• Consistent with the Founding Partners’ prior deal lead experience, Avance plans to target founder-owned businesses largely inclusive of the U.S. Hispanic market • The General Partner intends to employ a thematic, research-driven investment approach, exclusively targeting opportunities within the services and consumer sectors that are in line with developing industry trends
Active investor within the target market supported by an actionable pipeline	• During their tenure at Palladium, the Founding Partners gained significant investment experience within the Avance target market • The General Partner maintains an actionable pipeline consisting of nine opportunities across the business services, healthcare services, industrial services and consumer sectors

Executive Summary (cont.)

Investment Considerations

The General Partner will evolve into an institutionalized organization	• Avance was founded in 2020 and remains in the early stages of development with only eight investment professionals to date, potentially creating capacity constraints for the Fund • The General Partner has thoughtfully developed a strategic vision and plans for scaling the organization to include additional investment resources in the near term as well as functional teams to further support sourcing, diligence, execution, research and value creation efforts
Avance will develop and maintain cohesion across the firm as the team continues to expand across two offices	• The General Partner expects its team to continue to undergo substantial growth over the life of the Fund, adding professionals to both its New York and Miami offices, which could potentially disrupt cohesion across the organization • The Founding Partners worked together for an average of 15 years prior to Avance, demonstrating significant cohesion at the senior level • Avance expects most professionals to work out of its New York headquarters, but plans to construct deal teams in a way that encourages collaboration across offices
The General Partner will successfully deploy the Fund and generate returns in line with underwriting expectations	• The Fund represents the first investment vehicle raised and managed by the Founding Partners; as such, the General Partner's ability to successfully deploy capital and independently generate attractive performance remains to be proven • The Founding Partners' extensive industry experience is indicative of the team's deployment capabilities across market cycles

Diligence Conclusion

Hamilton Lane has completed its full investment and operational due diligence on Avance Investment Management, LLC (the "firm") and believes that the General Partner has been set up to institutional standards from a team and operational perspective to deploy the proposed strategy of Avance Investment Partners, L.P.

- Avance is a newly established private equity firm founded by David Perez, Luis Zaldivar and Erik Scott
- The Founding Partners spun-out of Palladium Equity Partners in 2019 to pursue diverse, founder-owned businesses exclusively within the services and consumer sectors of the U.S. lower middle market
  - During their tenures at Palladium, the Founding Partners served on several committees in senior roles across multiple funds
  - Mr. Perez was primarily responsible for firm management and oversight of the investment and investor relations teams, Mr. Zaldivar oversaw the investment team and capital deployment efforts and Mr. Scott helped lead investments in the financial, business and healthcare services industries
- The General Partner is currently led by the Founding Partners and Partner & Head of Business Development Gretchen Perkins, who collectively represent the Avance Management Team

Snapshot:

Inception/Founders:
2020/David Perez, Luis Zaldivar and Erik Scott

Management Company:
Private

Headcount:
8 investment professionals

Locations:
New York (headquarters) and Miami

Strategies/Product Lines:
Corporate finance/buyout

Current Leadership:
David Perez, Luis Zaldivar, Erik Scott and Gretchen Perkins

- The Avance Management Team possesses significant expertise, averaging approximately 29 years of industry experience
- Despite the nascent formation of the General Partner, the Founding Partners display cohesion having worked together for approximately 15 years at Palladium prior to Avance
  - Prior to Palladium, Messrs. Perez and Zaldivar attended Harvard Business School together from 1994 to 1996
- Consistent with their prior senior-level experience, the Founding Partners will comprise Avance's investment committee
  - The General Partner expects to include all deal team members and investment professionals in investment committee meetings as non-voting participants; no member of the investment committee will possess veto rights
  - There is gender and ethnic diversity represented on both the Avance Management Team and investment committee

Name	Title	Tot. Exp. (yrs.)	Tenure at Palladium (yrs.)	Tenure at Avance (yrs.)	2011	Palladium Fund IV	2013	2014	2015	2016	Palladium Fund V	2018	2019	2020	2021
David Perez[1]	Co-founder & Managing Partner	28	16	<1											
Luis Zaldivar[1]	Co-founder & Managing Partner	26	17	<1											
Erik Scott[1]	Co-founder & Partner	28	15	<1											
Gretchen Perkins	Partner & Head of Business Development	34	n/a	<1											
Drew Assapimonwait	Principal	11	n/a	<1											
Jamie Landman	Vice President	6	n/a	<1											
Valentina Osorio	Associate	4	n/a	<1											
Allen Acosta	Associate	4	n/a	<1											

= Tenure with Avance Investment Management, LLC

= Tenure at Palladium Equity Partners

= Total Experience

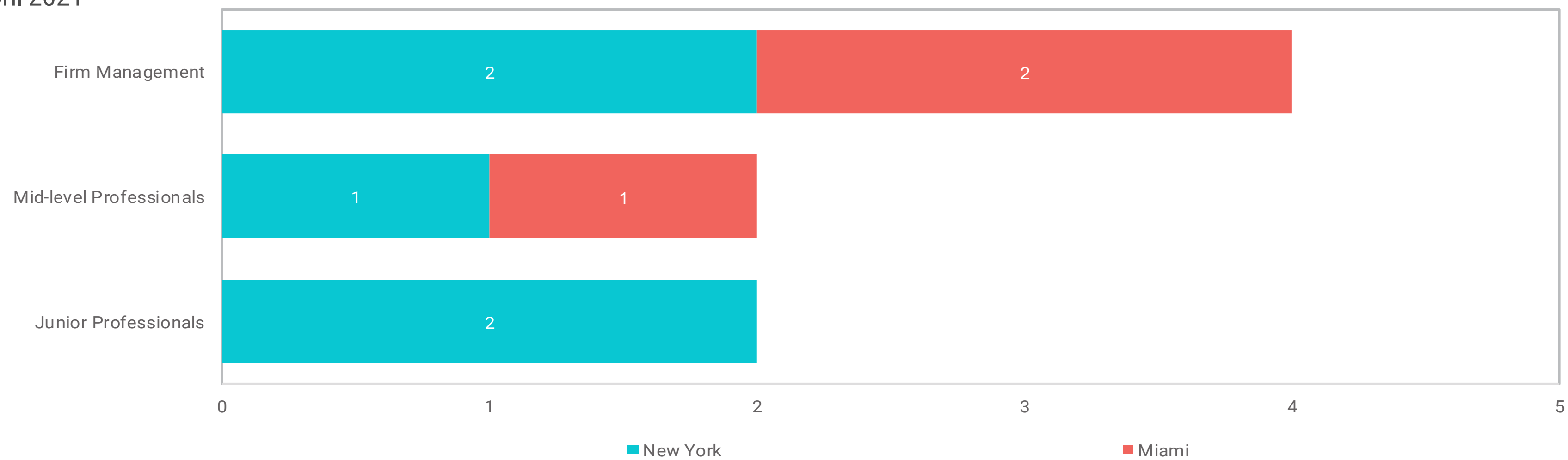
[1] Denotes members of the investment committee

General Partner (cont.)

- Avance's investment team is comprised of eight professionals including two Co-founders & Managing Partners, one Co-founder & Partner, one Partner & Head of Business Development, one Principal, one Vice President and two Associates
- The General Partner expects to organize investment professionals by sector
  - Messrs. Perez and Scott plan to focus on service-oriented opportunities while Mr. Zaldivar intends to specialize in consumer-oriented businesses
- Initially, each Founding Partner is expected to lead four to five deals and represent the Fund on boards of portfolio companies; over time, the General Partner expects mid-level professionals to transition into greater monitoring and oversight roles
- Avance is headquartered in New York but recently opened a Miami office in an effort to expand sourcing and hiring capabilities
  - While the General Partner expects to maintain two deal teams in New York and at least one deal team in Miami, it plans to construct deal teams to include professionals from both locations, encouraging cohesion and collaboration across offices

Investment Team by Role/Region

As of April 2021



General Partner (cont.)

- Consistent with their experience prior to the General Partner, the members of the Avance Management Team will be responsible for risk management oversight and firmwide initiatives
- Initially, the Founding Partners will seek to maintain a focus on both firm management efforts and investment activities and later transition to management-only roles as the organization continues to grow and the team begins to expand
  - Firm management responsibilities include talent recruitment, risk management, portfolio construction, compliance, investor relations, monitoring, human resources, finance & accounting and reporting
- Currently, Mr. Perez focuses on capital formation efforts, Mr. Zaldivar focuses on hiring initiatives and new deal deployment, Mr. Scott focuses on firm infrastructure and reporting activity and Ms. Perkins focuses on sourcing investment opportunities

- Avance plans to employ a functional approach to the overall design of the firm, organizing professionals into dedicated sourcing, research and execution teams
  - The General Partner expects its functional teams to support investment professionals throughout the sourcing, diligence, execution, research and value creation stages of the investment process
  - To facilitate a more efficient pursuit of opportunities within its target market, Avance expects to develop a research team, which will work in tandem with both the sourcing and execution teams to provide data-driven industry insights
- The General Partner also intends to establish an Industry Support Group comprised of industry executives that may provide financial, management, operational, consulting or technical insights and support
- Avance expects to outsource the following functions: operations, strategy, compliance and fund administration

Anticipated Organizational Design[1]

As of April 2021

Avance Management Team			
David Perez	Luis Zaldivar	Erik Scott	Gretchen Perkins
Functional Areas of Expertise			
Sourcing	**Research**	**Investment/Execution**	**Value Creation**
Services-focused professionals	Research Director	Drew Assapimonwait	Head of Talent
		Jamie Landman	
Consumer-focused professionals		Valentina Osorio	
		Allen Acosta	
Industry Support Group			

[1] Research Director and Head of Talent roles have been identified and represent near-term hires

General Partner (cont.)

- The General Partner plans to selectively add 10 to 13 professionals to its team over the next year
  - Avance recently identified one Head of Talent, one Chief Financial Officer and one Research Director to hire in the near term
  - The General Partner hired one additional Associate, who will be joining the firm in August 2021
  - Avance also plans to hire one executive support professional for each office in the near term
- Consistent with their efforts at prior firms and throughout their careers, the Founding Partners remain thoughtful in terms of diversity as they continue to build out the Avance team
  - The Founding Partners have served as board members of organizations that support diversity, including the National Association of Investment Companies, the Toigo Foundation and Ballet Hispanico
  - Avance intends to leverage the strong connections that it has developed as a result of the Founding Partners' involvement with these organizations to strengthen its employee base and further its investment strategy

Investment Strategy

Thematic investment approach focused on two core sectors inclusive of the U.S. Hispanic market	• The General Partner intends to employ a thematic and research-driven investment approach exclusively focused on companies operating within the services and consumer sectors • Avance plans to broaden its focus within the U.S. lower middle market, targeting all diverse opportunities in addition to those within the U.S. Hispanic market
Robust sourcing capabilities driven by significant industry networks	• The General Partner maintains a competitive sourcing advantage due to the Founding Partners' longstanding presence within the Fund's target market and robust industry network • In addition to external resources, Avance intends to leverage its dedicated research team to identify attractive opportunities and relevant industry trends
Strategic value creation framework designed to augment growth initiatives	• The General Partner has designed a detailed framework that assists portfolio companies and management teams with each stage of the value creation process • Avance's value creation playbook is further augmented by the operational backgrounds and investment expertise of its senior professionals who benefit from lessons learned in prior roles

Investment Strategy (cont.)

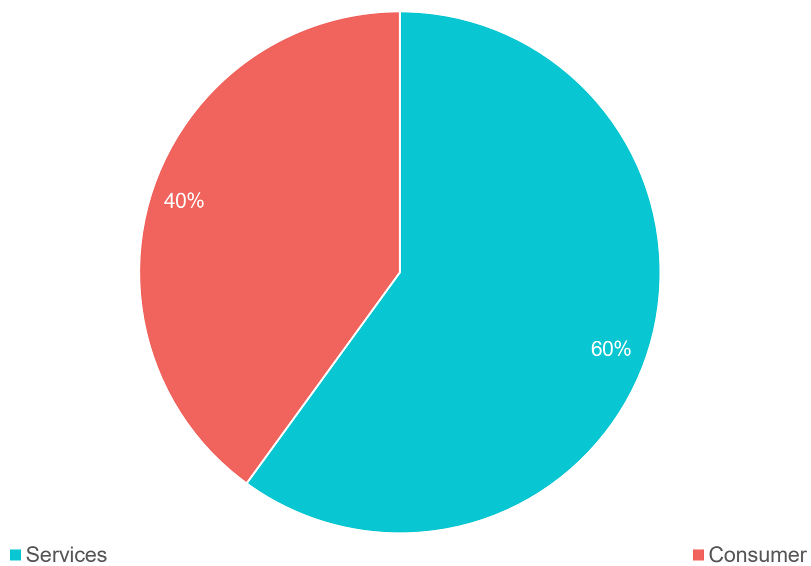
- Avance employs a thematic investment approach, primarily focusing on founder-owned businesses within the U.S. lower middle market, inclusive of the U.S. Hispanic market, which is consistent with the Founding Partners' expertise
  - The General Partner primarily targets common and preferred equity investments in companies with enterprise values between $50 million and $250 million that generate between $5 million and $25 million of EBITDA
- Avance has defined its target market as a highly fragmented space comprised of less-institutionalized companies, which the General Partner intends to consolidate
  - The General Partner seeks to bring institutional best practices to under-managed and under-optimized companies that are most likely to benefit from secular growth trends in demographics, technology, supply-chain re-engineering, ESG and diversity & inclusion
- While the U.S. Hispanic market has been a consistent area of focus for the Founding Partners, Avance intends to ultimately broaden its scope to include all diverse opportunities, in addition to the Hispanic market
  - Within the U.S. Hispanic market specifically, Avance seeks companies that maintain a Hispanic customer base, are Hispanic-owned and provide products or services that may be Hispanic in origin
  - The General Partner highlighted the increasing prevalence of the Hispanic population throughout the U.S., labor force expansion, increased spending power and the rate of entrepreneurship within the Hispanic market as key contributors to the continued growth of the U.S. Hispanic market

Investment Strategy (cont.)

- The General Partner intends to construct a Fund consisting of approximately 8 to 12 deals between $25 million and $125 million
- Consistent with the experience of the Founding Partners, Avance targets opportunities in the services and consumer sectors; however, the General Partner employs a research-driven approach to identify attractive opportunities in line with industry trends
  - Within the services sector, Avance targets healthcare, insurance & financial, human capital management, environmental, health & safety, supply chain & logistics, utility & infrastructure, marketing, data & information and facility & property management sub-sectors
  - Within the consumer sector, the General Partner seeks food products & services, residential products, fitness, health & wellness, healthcare products, auto & marine after-market, direct marketing & e-commerce, enthusiast-driven brand and personal care & beauty sub-sectors
  - Avance plans to avoid cyclical businesses within the industrial, consumer products and oil & gas sub-sectors

Target Allocation - % by Sector

As of April 2021



Investment Strategy (cont.)

- Given the Founding Partners' consistent focus and prior senior roles, Messrs. Perez, Zaldivar and Scott possess meaningful industry connections within the Fund's target market and maintain a competitive sourcing advantage
- The General Partner expects its origination strategy to be largely technology- and research-driven given the development of a dedicated research team that will work with deal teams throughout the underwriting process to identify attractive opportunities and relevant industry trends
- As of April 2021, Avance had an actionable pipeline consisting of nine opportunities across the business services, healthcare services, industrial services and consumer sectors, with diversified sub-sector exposure
- The General Partner is focused on transforming founder- and family-owned businesses undergoing ownership transitions and lacking formal processes into larger, more diversified companies that exhibit consolidation potential
- Avance has developed a framework to plan and execute value creation initiatives, which focuses on the strategy, talent, acquisitions, growth and exit ("S.T.A.G.E.") of an investment
- Senior members of the Avance team maintain valuable operational backgrounds, in addition to their investment expertise, which can be leveraged throughout the value creation process and is proven beneficial at the portfolio company level
- Avance also expects to leverage several external resources throughout S.T.A.G.E., such as industry consultants, talent assessment firms, investment bankers, functional specialists and strategy consultants
- References contacted as part of Hamilton Lane's diligence processes confirmed:
  - The Founding Partners were involved in the sourcing, diligence and monitoring of portfolio companies in prior senior-level roles
  - The Founding Partners highly value their relationships with portfolio company management teams, encouraging their involvement and remaining transparent and communicative throughout the process
  - The Founding Partners have developed a strategic value creation playbook that includes a 100-day plan and will be tailored to each portfolio company's individual needs and goals

Active, experienced investor within the Avance target market	• Collectively, Messrs. Perez, Zaldivar and Scott and Ms. Perkins held senior leadership and senior investment roles at their prior firm; during that time, the firm invested and managed over 40 investments, representing approximately $2 billion of transactional value within the private markets • The Founding Partners' prior deal lead experience is largely in line with Avance's target market and is inclusive of investments within the services and consumer sectors, as well as Hispanic- and founder-owned companies
Early investment activity demonstrates deployment capabilities	• The General Partner recently signed two letters of intent and expects to acquire the first two deals in the Fund, which are expected to close in the near term • The Founding Partners' extensive industry experience is indicative of the team's deployment capabilities across market cycles
Robust, actionable pipeline	• The General Partner maintains an actionable pipeline consisting of nine opportunities across the business services, healthcare services, industrial services and consumer sectors • Avance continues to actively review its pipeline, which is expected to be augmented by the Founding Partners' networks and the General Partner's in-house, dedicated research team

- The Found Partners previously held senior investment related roles during which time their prior firm completed 40 investments; however, Avance does not have any formal attribution from their time at the prior firm
- The Founding Partners possess meaningful expertise within Avance's target market given their prior experience involving deals within the services and consumer sectors, as well as Hispanic- and founder-owned companies
- The Founding Partners have held prior senior leadership and investment roles that have enhanced their portfolio management capabilities
  - Avance plans to establish a short-term credit facility for the Fund for capital management purposes by Q2 2021
  - The General Partner intends to recycle capital up to 120% of aggregate commitments
- Avance recently signed two letters of intent and expects to acquire the first two deals in the Fund, which are anticipated to close in the near term
- As of April 2021, the General Partner had an actionable pipeline consisting of nine opportunities across the business services, healthcare services, industrial services and consumer sectors, with diversified sub-sector exposure
- As a result of the Founding Partners' network, Avance was approached by a financial sponsor to evaluate a potential investment opportunity as Messrs. Perez, Zaldivar and Scott were once on the board of directors when the company was generating approximately $30 million of EBITDA
- Avance continues to actively review its pipeline twice each week with members of the investment team
- References contacted as part of Hamilton Lane's diligence processes confirmed:
  - Messrs. Perez and Zaldivar possess a significant level of expertise within their target markets and complement each other well given Mr. Perez's negotiation capabilities and Mr. Zaldivar's extensive relationships within the U.S. Hispanic market

- The General Partner is not a signatory to PRI; however, it has developed an ESG policy that highlights ESG factors that are evaluated and considered throughout each stage of the diligence process and plans to develop an ESG committee in the future
  - In terms of environmental issues, Avance is focused on compliance with all applicable environmental laws and regulations, understanding sustainability and forming a group at the General Partner that is responsible for environmental matters
  - In terms of social issues, Avance is focused on compliance with all health, safety and labor laws, cultivation of a positive culture, equal opportunities and designation of a company officer in charge of social factors
  - In terms of governance issues, the General Partner is focused on risk management, formulating ways to track progress over time, transparency, having board oversight of ESG matters and encouragement of management teams to identify and raise material ESG issues
- The General Partner is thoughtful about the diversity of its employee base as Avance continues to build out its team and has indicated that it strongly values both diversity of background and thought in addition to gender and ethnic diversity as shown by its formal D&I policy

ESG Summary

ESG Policy	Yes
ESG-Dedicated Professionals	None
Signatories	None
Environmental Focus	Not TCFD compliant and no climate policy
Diversity	25% Female/75% Male 75% minority in decision-making 75% minority in ownership
ESG in Due Diligence Process	Yes, throughout the full due diligence process

Integration in Decision Making	Yes, throughout the full due diligence process
ESG Focus – Planning	IC screening memos include ESG factors
Monitoring	Yes, ESG objectives are discussed
Reporting	Monitors ESG key results on an annual basis
Requirements of Portfolio Companies	Internal only, once per quarter

Portfolio Fit

Based on the analysis and information presented herein, Avance Investment Partners, L.P. ("the Fund") meets the criteria and guidelines set forth in CRPTF's Investment Policy Statement. The Fund would be considered a fiscal year 2021 commitment to the Small Buyout portfolio within the Private Investment Fund. As of September 30, 2020, CRPTF's investments in Small Buyout represented 13% of Private Investment Fund exposure[1] and has generated a net IRR of 14.6%. Inclusive of CRPTF's investments approved after September 30, 2020, Small Buyout exposure remains constant at 13% following a commitment of up to $100 million to the Fund.

Exposure Analysis	CRPTF Current Exposure[1]	IRR	CRPTF Pro Forma Exposure
Strategy			
Small Buyout	13%	14.6%	13%

[1] As a percentage of total exposure, equal to net asset value plus unfunded commitments, as of September 30, 2020

Section 4 | Appendices

Experience of Investment Professionals						
Name	**Title**	**Location**	**Tot. Exp. (yrs.)**	**Tenure (yrs.)**	**Prior Experience**	**Educational Background**
David Perez	Co-founder & Managing Partner	New York	28	<1	• Palladium Equity Partners, President & COO • General Atlantic, Principal • Atlas Venture, Principal	• Harvard Business School (MBA) • Cornell University (MEng) • Dresden University of Technology (BS)
Luis Zaldivar	Co-founder & Managing Partner	Miami	26	<1	• Palladium Equity Partners, Senior Managing Director • Univision Communications, Vice President • Lehman Brothers, Senior Associate	• Harvard Business School (MBA) • New York University (BS)
Erik Scott	Co-founder & Partner	New York	28	<1	• Palladium Equity Partners, Managing Director • FdG Associates, Principal • Parthenon Capital, Principal	• University of Virginia (MBA) • Vanderbilt University (BA)
Gretchen Perkins	Partner & Head of Business Development	Miami	34	<1	• Huron Capital, Partner • Long Point Capital, Vice President of Business Development • GE Capital, Vice President	• University of Michigan (BBA)
Drew Assapimonwait	Principal	Miami	11	<1	• Comvest Partners, Vice President • Marlin Equity Partners, Associate • ClearLight Partners, Associate	• Washington and Lee University (BA & BS)
Jamie Landman	Vice President	New York	6	<1	• Prospect Hill Growth Partners, Senior Associate • Lazard, Investment Banker	• Harvard Business School (MBA) • Emory University (BBA)
Valentina Osorio	Associate	New York	4	<1	• RBC Capital Markets, Investment Banker • Bank of America, Financial Analyst	• University of Florida (BS)
Allen Acosta	Associate	New York	4	<1	• Levine Leichtman Capital Partners, Associate • Houlihan Lokey, Analyst • Rabobank, Investment Banker	• New York University (BS)

Definitions

Benchmark Analysis:	An analysis that compares the net IRR of the prior funds to the top-quartile net IRR benchmarks for similar funds (based on strategy and vintage) as reported by the Hamilton Lane database. The benchmark data shown is the most recent data available at this time
DPI:	Distributed-to-Paid In = (Amount of Distributions Received)/(Total Amount of Capital Paid-In)
ESG:	Environmental, Social and Governance
Gross IRR:	Internal Rate of Return ("IRR") of investments at the "fund level," excludes fees paid by LPs to the General Partner such as management fees and carried interest. For investments held less than one year, Hamilton Lane nominalizes the IRR to match the hold period of the investment in order to represent a more meaningful number
Investment Pacing:	An analysis of the total capital invested during the given years. Includes all prior investments, realized or unrealized
J-Curve Benchmark:	Peer (median by age) is calculated by taking the median IRR of similar funds (based on strategy and vintage) in Hamilton Lane's database at each quarter, which are simulated as investing at the same point in time. The length of time to break the J-curve is calculated from inception to the first time each fund generated a positive net IRR
Loss Ratio Analysis:	An analysis of the capital invested in realized transactions generating different multiples of invested capital
Net IRR:	Annualized Internal Rate of Return ("IRR") of investments at the LP level inclusive of fees such as management fees and carried interest paid to the General Partner
Net Returns to Limited Partners:	The performance of the General Partner's prior investment vehicles at the net LP level, inclusive of all fees, carried interest and expenses. Performance data is as reported by the General Partner using actual capital contributions, distributions and net asset value for either all limited partners, or a sample set of limited partners, in the respective funds
Outlier Analysis:	An analysis of the gross returns of investments in prior funds, comparing overall performance against the performance when certain 'outlier' transactions are excluded. Outliers are defined as transactions that generate exceptionally positive or negative results
PME Analysis:	Calculated by taking the fund's monthly cash flows and investing them in the relevant Total Return Index (where all dividends are re-invested). Contributions were scaled by a factor such that the ending portfolio balance would be equal to the private equity net asset value (equal ending exposures for both portfolios). This prevents shorting of the public market equivalent portfolio in order to match the performance of an outperforming private equity portfolio. Distributions were not scaled by this factor. The IRRs were then calculated based on these adjusted cash flows. The selected PME represents the most relevant public market benchmark
Realized Attribution Analysis:	Analysis of the capital invested in, and performance of, the prior realized transactions according to the criteria indicated
Realized Investments:	Hamilton Lane classifies investments as "realized" if it has: i) an unrealized value of less than 20% of the total value; ii) a carrying value that has been written to zero or has been previously written-off; or iii) been fully exited and the GP has no remaining interest in the company
RVPI:	Remaining Value-to-Paid In = (Current Net Asset Value)/(Total Amount of Capital Paid-In)
TVPI:	Total Value-to-Paid In = (Amount of Distributions Received + Current Net Asset Value)/(Total Amount of Capital Paid-In)

Definitions (cont.)

Time-Zero IRR:	Represents the gross IRR calculated as if every investment were initiated on the same date
Write-Down Ratio:	The ratio of capital invested in realized investments that have been sold for a value that is less than 1.0x their original cost basis, divided by the total capital invested in all realized investments
Write-Off Ratio:	The ratio of capital invested in realized investments that have been sold for a value that is less than 0.5x their original cost basis, divided by the total capital invested in all realized investments

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AVANCE

Avance Investment Management, LLC
Introductory Presentation to State of Connecticut IAC

May 2021

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Investment Highlights

Avance Investment Management, LLC ("Avance") is a control-oriented private equity firm focused on transformational opportunities in the Services and Consumer segments of the lower middle market

Experienced team

- 15 years working relationship/>80 years of collective PE experience
- Senior roles in over 40 companies throughout careers
- Strong investment history in targeted areas
- Extensive industry executive and sourcing networks

Differentiated Strategy

- Research-driven approach to identify attractive niches of Services and Consumer areas
- Leverage expertise in professionalizing founder-owned businesses
- Pursue consolidations of fragmented sectors
- Special focus on investments benefiting from demographic and other secular trends

Integrated Investment Process

- Integrated Research, Sourcing, Underwriting and Value Creation
- Research helps identify attractive areas and drives sourcing efforts
- Sourcing focuses outside broad processes
- Value creation (STAGE™) framework focuses on key drivers of EBITDA growth

Experienced Team: Seasoned PE Investors

Avance is led by a cohesive team with a strong history of private equity leadership

David Perez

- 24 years in PE
- Investment banking experience (James D. Wolfensohn, Inc.)
- MBA Harvard; M. Eng. Cornell University; BS,TU Dresden
- Member of Council on Foreign Relations; Board Member of Ballet Hispánico; former Chair of NAIC; Co-chair Harvard U. Cuba Studies group; Trustee Trinity School NYC

Luis Zaldivar

- 17 years in PE
- Prior experience in investment banking (Lehman Brothers), corporate development (Univision) and strategy consulting (Accenture)
- MBA Harvard; BS, NYU
- Broad network in Hispanic community

Erik Scott

- 23 years in PE
- Prior experience in mezzanine lending (Allied Capital) and investment banking (Bowles Hollowell Conner)
- MBA University of Virginia; BA, Vanderbilt University
- Former Board member of Toigo Foundation

Gretchen Perkins

- 20 years in PE
- Prior experience in commercial lending (GE Capital, Fleet Bank)
- BBA, University of Michigan
- Active leadership participation at ACG past and present, Founding Member of 100 Businesses Who Care – (MI), Board Member of United Cerebral Palsy (MI)

Substantial Private Equity Senior Roles

>40
Companies

>80y
Aggregate PE experience

>$2bn in
Aggregate Transaction Value

Experienced Team: Broad Network

Avance has strategic relationships across the PE ecosystem, enabling it to ramp up quickly and execute on its strategy

Capital Partners

- Limited Partners
- Lenders & Co-investors
- Family Offices

Sourcing

- Deal Sources
- Intermediaries
- Business Owners

Value Creation

- Industry Executives
- Functional Advisors
- Executive Recruiters

Access to

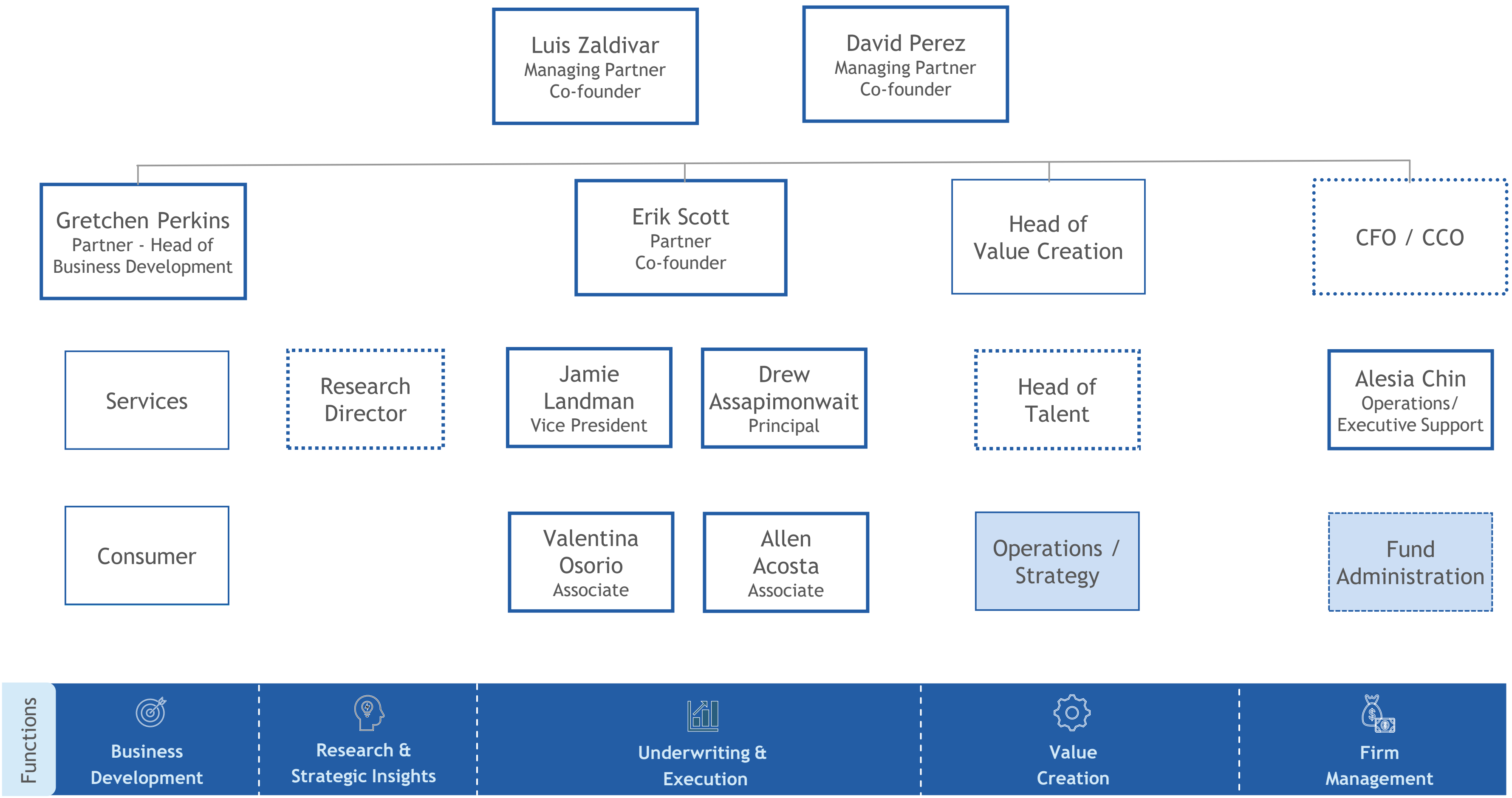
>200
LPs
& Lenders

>500
Deal
Sources

>100
Industry
Executives

Experienced Team: Functional Organizational Design

The Avance team is organized by function in order to drive superior execution of its strategy



Retained Searches

Outsourced Functions

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Differentiated Strategy: Attractive Market

The lower middle market is a highly fragmented space with significant opportunities for consolidation and value creation

Large, fragmented market

- Significant number of lower middle market companies
- Many family-owned, less institutionalized companies
- Fragmented market favors superior sourcing
- Buy & build strategy with large add-on universe

Better transaction dynamics

- Historically lower multiples and less robust auctions
- Improved terms with reduced competition
- Longer diligence/better access to founders & management
- More opportunities to connect with owners and mgmt. teams

Greater potential to add value

- Founder ownership results in more value creation opportunities
- Potential to improve team depth and resources
- Opportunities to capture and use data more strategically
- Potential for multiple arbitrage

>200k
Companies

~6k
Companies trade yearly

~2-3x
Lower EBITDA multiples historically

Sources: D&B, CapIQ 2009-2019, SPS

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Differentiated Strategy: Focus on Growth

Avance will target investment opportunities that have the potential to achieve 2x EBITDA growth

Company attributes

- Attractive market segments with catalysts for growth
- Fragmented spaces with consolidation opportunities
- Proven and scalable business models
- Favor secular growth

Deal dynamics

- Limited sale processes/proprietary opportunities
- Prior investment experience/ strong industry executives
- Founder-owned or -like, less institutional
- Diverse ownership, management, employees or customers

Value creation potential

- Potential to professionalize/ institutionalize business
- Focus on re-igniting growth, application of STAGE™ value creation framework
- Target >2x EBITDA[2]
- Target >3x Gross MOC[2]

Target deal size ($MM)			
	$5-25 EBITDA	$25-$125 Equity	$50-$250 TEV

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Integrated Investment Process -Origination Channels

Focus on the core and build for the future

Near-term focus to drive deal flow and build brand awareness

Flow Banks
- High volume of quality opportunities
- Industry and sector specialization
- Usually very competitive processes

Long Tail Boutiques
- Medium to low volume of quality opportunities
- Some industry specialization but largely generalist
- Processes with more opportunity to differentiate

Alternate Channels
- Low volume of quality opportunities
- Industry and sector specialists
- Proprietary opportunities with developed angles

Long-term focus to tap into unique differentiated opportunities

Peer To Peer
- Low volume of high-quality opportunities
- Highly targeted and mostly proprietary
- Buyside fees or economic incentive often required

Direct Outreach
- Initial low ROI on time invested
- Strong fit with thematic investments and add-ons
- High potential for proprietary opportunities

Integrated Investment Process: Thematic Investing

Avance utilizes a research-based approach to identifying attractive subsectors with long term sustainable growth prospects

Consumer

- Food Products and Services
- Fitness, Health & Wellness
- Personal Care & Beauty
- Residential Products & Services
- Healthcare Products and Services
- Direct Marketing / E-commerce
- Auto & Marine After-Market
- Enthusiast-Driven Brands

Services

- Facility & Property Management
- Supply Chain & Logistics
- Utility & Infrastructure
- Marketing, Data & Information
- Human Capital Management
- Insurance & Financial Services
- Environmental, Health & Safety
- Healthcare Services

Representative subsectors / themes of interest

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Sectors are representative subsectors; others will be considered.

Integrated Investment Process: STAGE™ Value Creation

Avance's value creation model – STAGE™ - focuses on identifying transformational opportunities, bolstering talent and accelerating growth

		Internal Resources	External Resources
Strategy	Strategic plans (100 day, 1-3-5y plans) Industry maps	Research & Strategy Deal Teams	Strategic and industry consultants
Talent	C-Suite Recruiting Talent Assessments Board Recruiting	Head of Talent Deal Teams	Executive recruiting and talent assessment firms
Acquisitions	Profile Targets Proactive Outreach Execution support	Deal Teams, Sourcing & Value Creation	Buyside search firms Investment bankers
Growth	Organic Growth Plan Channel Development Digital Enhancement	Value Creation Deal Teams	Strategic consultants and functional specialists
Exit	Exit Planning, Strategic Introductions Exit Support	Deal Teams	Investment bankers Strategy consultants

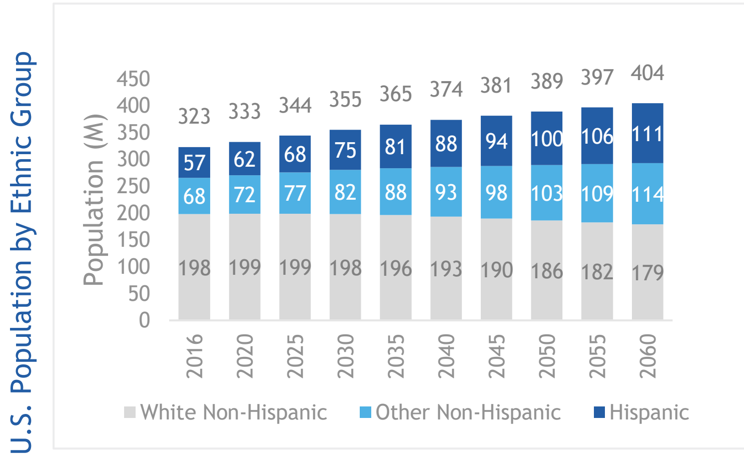
APPENDIX

U.S. Hispanic Market: Driving Growth

The U.S. Hispanic market is young, fast growing and gaining wealth as they become a larger percentage of the labor force.

19%

of the U.S. population is Hispanic

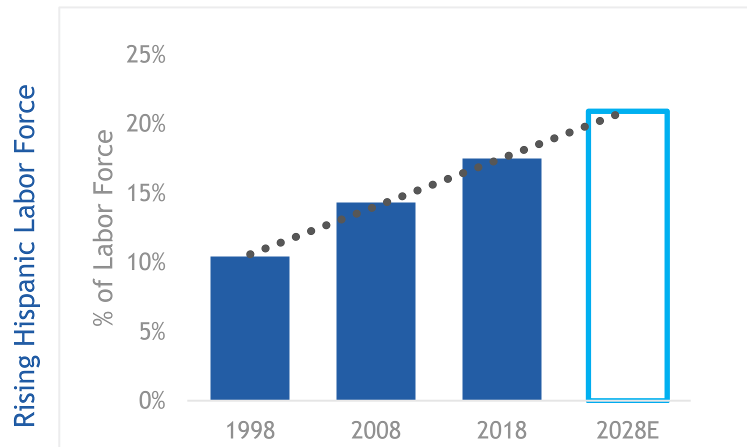


Source: US Census Bureau Population Projections.

By 2060 the Hispanic population will represent more than **27%** of all Americans

4.4 million

Hispanic-owned businesses in the U.S.



Source: US Bureau of Labor Statistics, October 2019.

By 2028, Hispanics are expected to account for **20%** of the labor force.

Family- and Founder- Owned Businesses: Rising Opportunity

Family-owned companies are increasingly acknowledging the role of private equity to help them raise funds for diversification and growth. Avance is posed to leverage its expertise in professionalizing family- and founder-owned businesses.

5.5 million

family-owned businesses in the U.S.

57%

of U.S. GDP is derived from family-owned businesses

98+ million

U.S. workers employed by family-owned businesses

Source: Family Owned Business Institute of Grand Valley State University (April 2019).

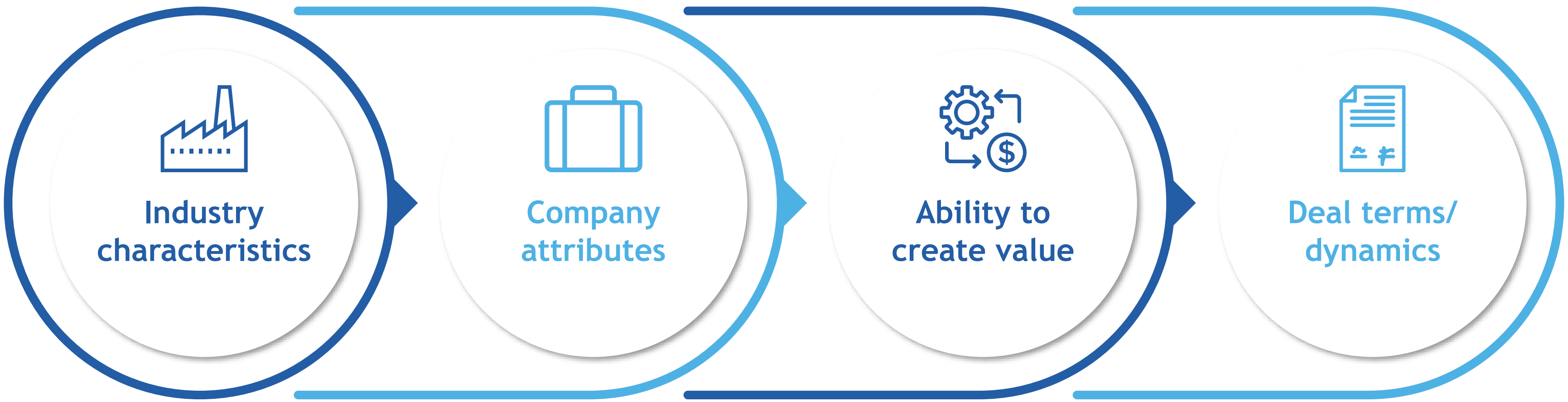
A survey by PwC of business owners operating family-owned businesses found that, in the short term:

- Almost half of family-owned businesses plan to bring in outside expertise to help run the company
- A majority of these businesses lack a robust succession plan
- More than one third of family-owned businesses expect it's likely they'll buy or merge into other companies

Source: PricewaterhouseCoopers U.S. Family Business Survey 2019

Deal Screening Process

Industry First lens drives disciplined screening and underwriting process



- Growth/size/ demographics
- Catalysts/trends
- Fragmentation/ Benefits of scale
- Competitive dynamics/threats

- Size/growth profile
- Margin profile/ FCF conversion %
- Business model
- Management & company capabilities/culture
- Growth levers/scalability

- Organic and M&A
- Sector knowledge/ network
- Application of value creation framework and themes
- Ability to build industry leader

- Relationship/ process type
- Founder-owned/ undermanaged
- Control or significant minority stake
- Valuation/Terms
- Developing an angle, Industry executives

Shawn T. Wooden
Treasurer

State of Connecticut
Office of the Treasurer

Darrell V. Hill
Deputy Treasurer

May 7, 2021

Members of the Investment Advisory Council ("IAC")

Re: **Vistria Fund IV, LP**

Dear Fellow IAC Member:

At the May 12, 2021 meeting of the IAC, I will present for your consideration a private equity opportunity for the Private Investment Fund ("PIF") in the Connecticut Retirement Plans and Trust Funds (the "CRPTF"): Vistria Fund IV, LP ("Vistria IV" or the "Fund"). The Fund has a target size of $1.5 billion and is being raised by The Vistria Group, LP ("Vistria"), based in Chicago, IL.

I am considering an investment of up to $150 million in Vistria IV, a fund that is focused on making control buyout investments in small to mid-cap U.S.-based companies in the healthcare, education, and financial services sectors. The Fund will increase the CRPTF's exposure to Vistria, which focuses on leveraging the firm's differentiated investment, operating, and policy experience to generate attractive returns in these increasingly regulated markets.

Attached for your review is the recommendation from Steven Meier, Interim Chief Investment Officer, and the due diligence report prepared by Hamilton Lane. I look forward to our discussion of these materials at the next meeting.

Sincerely,

Shawn T. Wooden
State Treasurer

OFFICE OF THE STATE TREASURER

MEMORANDUM

DECISION

TO:	**Shawn T. Wooden, Treasurer**
FROM:	**Steven Meier, Interim Chief Investment Officer**
CC:	**Darrell V. Hill, Deputy Treasurer** **Raynald D. Leveque, Deputy Chief Investment Officer** **Mark E. Evans, Principal Investment Officer** **Olivia Wall, Investment Officer** **Kevin J. Cullinan, Chief Risk Officer**
DATE:	**April 27, 2021**
SUBJECT:	**Vistria Fund IV, LP – Final Due Diligence**

Summary

The purpose of this memorandum is to recommend that the Connecticut Retirement Plans and Trust Funds ("CRPTF") consider a commitment of up to $150 million into Vistria Fund IV, LP ("Vistria IV" or the "Fund"). Vistria IV targets control-oriented buyout investments of small to mid-cap U.S. headquartered companies within the healthcare, education, and financial services sectors. The Fund has a target size of $1.5 billion, a hard cap of $2.0 billion and the GP expects the Fund to be oversubscribed. As of early 2Q2021, the Fund has closed over $900 million of limited partner commitments, with a final dry closing targeted for late 2Q2021.

The General Partner of the Fund is Vistria GP IV, LP (the "GP"), an affiliate of Vistria Group, LP ("Vistria" or the "Firm"). Vistria was established in 2013 by Martin Nesbitt and Kip Kirkpatrick. The Firm, headquartered in Chicago, Illinois, currently manages over $3.5 billion in capital across Vistria Fund, LP ("Vistria I"), Vistria Fund II, LP ("Vistria II"), Vistria Fund III, LP ("Vistria III"), and their respective co-investments, collectively (the "Predecessor Funds"). The GP does not intend to activate Vistria IV until Vistria III is fully invested.

Strategic Allocation within the Private Investment Fund

The Fund's buyout strategy falls under the Corporate Finance allocation of the Private Investment Fund ("PIF"). The Investment Policy Statement ("IPS") establishes target allocation ranges of 70% to 100% to Corporate Finance investments within the PIF portfolio as measured by a percentage of total exposure, defined as market value plus unfunded commitments. The PIF's total exposure to Corporate Finance strategies was approximately 84%, as of September 30, 2020.

More specifically, given Vistria IV's targeted fund size and strategy, the Fund would be categorized as a middle-market buyout fund. As of September 30, 2020, middle-market buyout funds represented approximately 9% of the PIF's total exposure. The Fund commitment, along with other middle-market buyout fund commitments closed since September 2020, would be consistent with the PIF's FY2021 strategic pacing plan targeted middle market exposure of 10% to 14% of the PIF's total portfolio.

The recommended commitment to Vistria IV would be the CRPTF's second investment with Vistria; the CRPTF committed $75 million to Vistria III in August 2019. An investment in Vistria IV would align with the PIF's strategic objective of adding direct exposure to high quality, sector focused managers as a complement to the PIF's existing portfolio.

Firm and Management Team

Vistria, headquartered in Chicago, was formed in 2013 by Harreld ("Kip") Kirkpatrick IV and Martin Nesbitt, who serve as Co-CEOs. Prior to forming Vistria, Kirkpatrick co-founded Water Street Healthcare Partners, was one of the establishing members of One Equity Partners, and also served as the CEO of a middle market financial services firm. Nesbitt served as founder and CEO of a middle market company for 15 years and also has investment experience at the Pritzker Realty Group and LaSalle Partners. The Co-CEOs were previously affiliated through their personal network and worked closely together after Nesbitt helped to recruit Kirkpatrick as the CEO of USFS, where Nesbitt was an investor and advisory board member.

The Firm has a total of 35 employees, of which 21 are investment professionals. Vistria's investment team is led by eight investment partners who have an average of over 20 years of experience. Given Vistria's emphasis on deep subject-knowledge, policy insight and operating expertise in its three target industries, Vistria has dedicated investment sub-teams for each sector. Vistria's investment professionals are supplemented with a three-person Impact & Policy ("I&P") team, four-person Portfolio Resource Group ("PRG") and a large network of 26 Operating Partners and 24 Senior Advisors ("OPSA"). The I&P team, formed in 2013, advises on regulatory exposure, relevant policy changes, and related risks in the sourcing phase. The PRG team, formed in 2019, assists with generating value creation plans, tracking performance and sharing cross-portfolio knowledge to drive continuous improvement. Most recently, given challenges brought on by the COVID-19 pandemic, the PRG team led stabilization efforts at portfolio companies and a phased approach to reimagining business models and opportunities to grow in a post-pandemic market environment.

The Firm's OPSA network, formed in 2013, is a large network of industry thought leaders in each of Vistria's three targeted industries. OPSA members are involved in investment theme development, assisting in the due diligence and sourcing process, and contributing to the creation and execution of the value creation plan. Operating Partners are independent executives who often make an exclusive commitment to Vistria and actively engage with portfolio companies, utilizing their networks to play a mentoring role to management teams. Senior Advisors are non-exclusive to Vistria, but provide perspectives on specific transactions, new sub-sectors of interest, and new potential Operating Partners. The Firm has demonstrated its core competencies in identifying differentiated opportunities based on financial, operating, and regulatory dimensions, leveraging both the experience and broad network of its investment team and OPSA members across all stages of investment.

Investment Strategy and Market Opportunity

Vistria employs a three-pronged investment strategy focused on applying transactional, operational and policy expertise exclusively within the healthcare, education, and financial services sectors. Vistria IV, while a larger fund size, will follow an investment approach consistent with Vistria's Predecessor Funds: focusing on control-oriented transactions in small to mid-cap U.S. companies where Vistria is the lead investor. To a lesser extent, the Firm will partner with other larger financial sponsors on an active basis where Vistria believes it has significant sector domain expertise. The Firm will also occasionally consider minority positions if Vistria is the largest institutional shareholder.

The GP will underwrite investments with a targeted gross internal rate of return ("IRR") of 25% and a total value multiple ("TVM") of 3.0x over a five-year average hold. Consistent with the Predecessor Funds, Vistria IV is expected to make equity investments in the range of $50 million to $100 million in 10 to 15 companies that are based in the United States. Vistria focuses on companies generating EBITDA between $10 million and $50 million and with enterprise values up to $500 million. The Firm has identified lower middle market companies in the healthcare, education, and financial services sectors as attractive market segments due to fragmentation and diminished competition from other more generalist financial sponsors active in the lower mid-market. The Firm believes that these rapidly changing industries may create unique opportunities for investors, like Vistria, with significant specialized regulatory policy and change experience. The Firm also views the current macroeconomic trends present in these three industries as supportive of long-term growth.

The Centers for Medicare & Medicaid Services ("CMS") estimates that U.S. healthcare expenditures encompassed approximately 18% of 2019 U.S. gross domestic product. Vistria has identified key industry trends including a "graying" population, clinical labor under-supply, increased health awareness amongst consumers and rising connectivity requirements amongst the healthcare ecosystem as fostering further healthcare growth. BMO Capital Markers estimates that U.S. education expenditures accounted for approximately over 6% of 2019 U.S. gross domestic product. Vistria has identified key industry trends including the increased focus on accreditation and certification, escalating costs of higher education, and addressing the workforce development/ skills gap as providing opportunities for further education investment. The Bureau of Economic Analysis ("BEA") estimates that financial services expenditures made up approximately over 7% of 2019 U.S. gross domestic product. Vistria has identified key industry trends including increased regulatory pressures and significant technology disruptions as providing potential financial services opportunities.

Vistria seeks to capitalize on the Firm's extensive corporate and government relationships and experience by partnering with management teams to navigate increasingly complex policies and government agencies. The Firm's unique access and understanding of the regulated environments of its portfolio companies provide a differentiated value proposition. Within its three targeted sectors, the Firm applies a thematic investment approach and considers opportunities across 25 sub-sectors. Vistria IV does not expect to be particularly weighted towards any of its three targeted sectors and instead expects to be opportunistic in terms of its targeted industries as deals present themselves. However, the aggregate Predecessor Funds' investment sector mix is approximately 60% healthcare, 35% education and 5% financial services.

Vistria targets companies with low customer concentration, resilient recurring revenue streams and the ability to benefit from economies of scale. Targeted investments generally have demand-supply imbalances that could benefit from operating improvements. Vistria has demonstrated a willingness to pay up for portfolio companies as shown through the gradual increase in purchase price multiples across Predecessor Funds. However, companies in the Firm's three targeted industries may merit higher purchase price multiples due to the sectors' recession resiliency and essential nature, as tested in the current COVID-19 pandemic. Additionally, Vistria has remained prudent with purchase multiples when compared to market peers. Hamilton Lane research has shown that Vistria's purchase multiples, though trending higher over time, remained below average market levels for its target sectors. Investment portfolio companies are also expected to use leverage at prudent levels. Hamilton Lane research has shown that Vistria's entry debt to EBITDA multiples for Predecessor Funds' portfolio companies compare favorably to peers.

In deal sourcing and execution, Vistria seeks to leverage its deep network in government organizations combined with operational expertise in the target sectors to provide a competitive edge as a partner to portfolio companies and potential co-investors. The Firm places heavy emphasis on proprietary deals with direct deals accounting for 45% and limited auctions accounting for 39% of investments across Predecessor Funds. Post-acquisition, Vistria takes a hands-on approach via board seats and working with management to implement business growth plans. Vistria typically generates value by, identifying organic revenue growth initiatives, instituting operational/ infrastructure, improvements, adding human capital, assisting portfolio companies in navigating regulatory complexity, and accretive acquisitions.

Track Record

As of December 31, 2020, across its Predecessor Funds, Vistria invested $1.5 billion in 24 deals and generated a gross/net IRR and TVM of 32%/24% and 1.8x/1.6x, respectively. Eliminating cross-fund investments, these 24 deals involved investments in 22 distinct companies. As of December 31, 2020, Vistria fully or substantially realized three companies, which generated a gross IRR of 64% and a gross TVM of 4.4x on $131 million of invested capital.

(Vistria Data $US in millions, as of December 31, 2020)

Vistria Group
Investment Performance Summary

Fund	Vintage Year	Fund Size	# Deals	Invested Capital	Realized Value	Unrealized Value	Total Value	Gross/Net TVM	Gross/Net IRR	Gross/Net DPI	Quartile Rank TVM	Quartile Rank IRR	Quartile Rank DPI	Unrealized Loss Ratio
Vistria I	2014	$400	9	$356	$540	$422	$962	2.7x / 2.1x	30% / 24%	1.5x / 1.3x	1	1	1	14%
Vistria II	2017	$872	12	$776	$292	$1,119	$1,412	1.8x / 1.5x	37% / 26%	0.4x / 0.4x	1	1	1	6%
Vistria III	2020	$1,112	3	$371	-	$371	$371	1.0x / 0.9x	0% / 0%	0.0x / 0.0x	2	2	1	0%
Total		**$2,384**	**24**	**$1,503**	**$833**	**$1,913**	**$2,746**	**1.8x / 1.6x**	**32% / 24%**	**0.6x / 0.5x**				7%

Source: Vistria, CRPTF, Hamilton Lane Cobalt Benchmark 9/30/20 North American Small Buyouts.

The Predecessor Funds are compared to the Hamilton Lane North American Small Buyout benchmark, which Hamilton Lane defines as funds with less than $1.5 billion of committed capital. Vistria I and Vistria II are ranked as first quartile funds on a net TVM, IRR and distribution to paid in ("DPI") basis. The performance of Vistria III is not yet meaningful as the fund is early in its investment period and had only completed three investments as of December 31, 2020.

As of December 31, 2020, the unrealized portfolio was large, comprising 65% of total value for Vistria I and Vistria II. However, performance for realized portfolio companies is strong. Vistria's PRG group proactively monitors liquidity options on a regular basis. Notably, given the above referenced divestitures and use of dividend recaps, or strategic divestitures in active portfolio companies, Vistria I and Vistria II rank as first quartile funds on a DPI basis. Additionally, during the 1Q2021, there were a number of noteworthy liquidity events, including one full realization of a Vistria I investment for over a 4.8x TVM: bringing the total number of realized companies to four. Vistria also made partial distributions of another Vistria I investment and two Vistria II investments. Summing all these 1Q2021 liquidity events together, Vistria's total unrealized portfolio has been reduced from 65% to 46% on a pro-forma basis.

As of December 31, 2020, Vistria had no write-offs, though three portfolio companies, representing 7% of invested capital, were held below cost largely given COVID-19 related industry difficulties. Vistria developed detailed value creation plans for these three firms and expects eventual recoveries. Overall, according to Hamilton Lane's research, Vistria's unrealized loss ratio compares favorably to peer averages and demonstrates the Firm's commitment to capital preservation.

The Firm anticipates holding a dry final close for Vistria IV in 2Q2021; the Fund will be activated once Vistria III is fully deployed. As of March 31, 2021, Vistria estimated that between existing and expected investment commitments Vistria III was approximately 71% allocated given a robust pipeline.

Key Strengths

1. **Diversified and Experienced Senior Team.** Vistria is led by eight Investment Partners who are supported by 13 additional investment professionals across the healthcare, education, and financial services verticals. The Firm has a well-established network and reputation within public and private sectors, from both an operational and investment perspective. The senior team is particularly notable for its experience in high-level government which the Firm believes is a key differentiator in their deal sourcing and value-generating activities. Martin Nesbitt, Co-CEO, served as Treasurer of President Barack Obama's 2008 and 2012 campaigns. Jonathan Samuels, a Partner, holds nearly two decades of experience in policy and communications roles in the White House and US Congress related to healthcare and financial services. Other members of the team bring related investment experience from institutions such as Cressey & Company, JPMorgan Chase, Sterling Partners, and New Spring Capital among others. Additionally, the Investment Partners demonstrate cohesion with six of the eight Investment Partners working with the Firm since founding, and the remainder having worked together prior to Vistria.
2. **Sector Expertise.** The dedicated investment sector teams help Vistria remain thematic with its investment decisions through the Firm's top-down analysis of target sectors done to identify opportunities. As a result, the Firm's specialized intellectual capital across public and private sectors has been an advantage in deal execution. Given the Firm's small size, this sector expertise is key in attracting quality opportunities, as it relates to both portfolio companies and co-investors. Vistria has partnered with several larger private equity firms and negotiated favorable governance rights which are indicative of the weight of the Firm's operational and regulatory expertise. In 2016, Apollo Global Management partnered with Vistria in the acquisition of Apollo Education due to Vistria's experience in the education sector. Due to Vistria's experience in the healthcare sector, Excellere Partners joined Vistria in 2018 to buy AIS Healthcare, and Centerbridge Partners joined Vistria to buy Civitas Solutions in 2019 and Help at Home in 2020.
3. **Strong Performance in Prior Fund.** The Firm has generated strong value across all stages of investment in Vistria I and Vistria II, which are both ranked a first quartile fund on a net TVM, IRR, and DPI basis. The Firm has generated zero realized losses within Predecessor

Funds to date, demonstrating the team's ability to source and structure attractive deals on a risk-adjusted basis.

Major Risks and Mitigants

1. **Significant Unrealized Portfolio.** As of December 31, 2020, Vistria held 19 unrealized private portfolio companies with unrealized value of $1.9 billion across its Predecessor Funds. The process of realizing the remaining investments will require significant time and resources. This concern is somewhat offset by the size of the Firm's investment team relative to the amount of capital being managed. The Firm has a staff of 21 investment professionals who are further supported by a four-person PRG team, a three-person I&P team, and a large network of 26 Operating Partners and 24 Senior Advisors. During 1Q2021 Vistria also realized $438 million in liquidations, including one portfolio company. With the sizable amount of realizations in 1Q2021, Vistria effectively brought since inception, pro-forma, December 31, 2020 gross DPI to a 0.9x from the stated 0.6x.

2. **Aggressive Capital Deployment.** Vistria has raised funds with significantly larger fund sizes and with shorter than the approximate 4 year industry average investment period over its short track record. Vistria I (2014), with $400 million in capital, was fully committed in approximately 2.5 years. Vistria II (2017), with $872 million in capital, was fully committed in approximately three years. Vistria III (2020), with $1.1 billion in capital, was approximately 71% invested/softly allocated as of March 31, 2021. The Firm is currently raising Vistria IV with a $2 billion hard cap, which would be approximately twice as large as Vistria III. These shorter than average investment periods between fund raises may indicate a lack of appropriate discipline in investment decisions. However, discussions with the GP indicate that the Predecessor Funds were smaller than the Firm's identified opportunities set given the challenges associated with new managers and raising appropriated sized early funds. The GP has also indicated that Vistria IV is now more appropriately sized for the strategy team. Further, the concerns around aggressive capital deployment are abated by Vistria's consistence in thematic investing across its Predecessor Funds. The investments in each fund are well in line with the Firm's focus on education, healthcare and financial services with emphasis on sub-strategies that entail regulatory complexity. Following subsequent increases in fund size, Vistria targeted slightly larger equity checks for portfolio companies. However, with the GP targeting investments between $50 million and $100 million in each portfolio company, the strategy is similar to Vistria III, and only slightly larger than the investment size targets of Vistria II and Vistria I of between $25 and $75 million per portfolio company.

   As of March 31, 2021, inclusive of co-investment capital, the GP deployed $2.4 billion with Vistria II, and $1.7 billion with Vistria III, which demonstrates the GP's ability to deploy a fund consistent with the expected size of Vistria IV. Vistria believes the expected increase in fund size will allow the GP to consistently deploy the Fund across several years, avoiding any vintage year concentration risk that may exist in Vistria III given the rapid deployment. Vistria also expects a slight decrease in co-investment opportunities going forward given the larger fund-size.

Legal and Regulatory Disclosure (provided by Legal)

In its disclosure to the Office of the Treasurer, The Vistria Group, LP ("Vistria" or the "Firm") states (i) it has no material legal or non-routine regulatory matters, (ii) no material claims under its fidelity, fiduciary or E&O insurance policies, and (iii) no ongoing internal investigations, to report.

Vistria states there have been no material changes within the past two years, and there are no pending changes, to the firm's organization and corporate structure.

Additionally, Vistria affirms that it has adequate internal investigation procedures, which are outlined in its Compliance Manual.

Compliance Review

The Chief Compliance Officer's Workforce Diversity & Corporate Citizenship review is attached.

Environment, Social & Governance Analysis ("ESG")

The Assistant Treasurer for Corporate Governance & Sustainable Investment's Evaluation and Implementation of Sustainable Principles review is pending.

4/15/21

COMPLIANCE REVIEW FOR VISTRIA FUND IV
SUMMARY OF LEGAL AND POLICY[1] ATTACHMENTS
SUBMITTED BY
THE VISTRIA GROUP, LP

I. Review of Required Legal and Policy Attachments

THE VISTRIA GROUP, LP ("Vistria") a Chicago Illinois-based, minority (Black)-owned company[2], completed all required legal and policy attachments. It disclosed no impermissible third party fees, campaign contributions, known conflicts, gifts or legal/regulatory proceedings.

II. Workforce Diversity (See Also 3 year Workforce Diversity Snapshot Page Attached)

As of March 2021 Vistria employed 37, 6 more than the 31 employed in March 2019. Two women and 3 minorities serve as Executive/Senior Level Officials and Managers. Since 2019, 5 women and/or minorities were promoted within the ranks of professionals and mangers.

Commitment and Plans to Further Enhance Diversity
Diversity is at the core of Vistria's culture and the company believes that embracing and encouraging diversity helps to drive economic returns. Vistria's commitment to diversity efforts begins with its co- CEOs and senior leadership who value the importance of an inclusive work environment, a culture of innovation, an engaged workforce, and ensuring the firm's competitiveness. Building a robust and diverse pipeline of talent is critical to the company's diversity efforts. Vistria achieves this by creating internship opportunities for qualified diverse candidates, and requiring third-party recruitment partners to present diverse candidate slates for every open position. The company also launched a new initiative to promote diversity when filling board seats and senior leadership positions within its portfolio companies. Vistria is also committed to continuing sponsorships of programs, conferences and other initiatives that value and increase diversity within the industry.

Workforce Statistics
For Executive/Senior Level Officials and Managers:

- Women held 17% (2 of 12) of these positions in 2021, up from 9% (1 of 11) in 2020, but the same 17% (2 of 12) held in 2019.
- Minorities held 25% (8.33% Asian and 16.67% Black) or (3 of 12) of these positions in 2021, down from 27.27% (9.09% Asian and 18.18% Black) or (3 of 11) held in 2020, and 33.33% (8.33% Asian and 25% Black) or (4 of 12) held in 2019.

At the Management Level overall:

- Women held 36% (9 of 25) of these positions in 2021, up from 22% (4 of 18) in 2020, but down from 47% (9 of 19) in 2019.

[1] The Treasury Unit responsible for reviewing Vistria's ESG submission will prepare a separate report.
[2] Not Connecticut certified.

- Minorities held 32% (24% Asian and 8% Black) or (8 of 25) of these positions in 2021, up from 27.78% (11.11% Asian and 16.67% Black) or (5 of 18) held in 2020, and 31.58% (10.53% Asian and 21.05% Black) or (6 of 19) held in 2019.

At the Professional Level:

- Women held 14% (1 of 7) of these positions in all 3 years reported: 2021-2019.
- Minorities held 28.58% (14.29% Asian and 14.29% Black) or (2 of 7) of these positions in 2021, up from 14.29% (14.29% Asian) or (1 of 7) held in 2020, and 28.57% (28.57% Asian) or (2 of 7) held in 2019.

Company-wide:

- Women held 43% (16 of 37) of these positions in 2021, up from 37% (11 of 30) held in 2020, and 39% (12 of 31) held in 2019.
- Minorities held 29.73% (18.92% Asian, 2.7% Hispanic and 8.11% Black) or (11 of 37) of these positions in 2021, up from 23.33% (10% Asian, 3.33% Hispanic and 10% Black) or (7 of 30) held in 2020, and 29.03% (12.9% Asian, 3.23% Hispanic and 12.9% Black) or (9 of 31) held in 2019.

III. Corporate Citizenship

***Charitable Giving**:*
Vistria reported that it sponsors several events throughout the year hosted by various charitable organizations. The company also encourages community engagement and employee participation in community service events.

Internships/Scholarships:
Vistria hosts 3 interns each summer with the goal of advancing diversity in private equity. All interns are women or minorities. Vistria partners with organizations such as Toigo and Management Leadership for Tomorrow to identify qualified candidates who meet Vistria's diversity goals. Interns join the company for 10-12 weeks and generally assist deal teams with industry research and investment development projects. Currently, the company does not provide direct scholarships however, Vistria sponsors various charitable organizations that assist with funding student scholarships.

Procurement:
Vistria did not address whether it has a procurement policy or program to foster business relationships with women-owned, minority-owned and/or emerging businesses.

Summary of Responses to Attachment M:
Evaluation and Implementation of Sustainable Principles

Submitted by: Vistria Group, LP

April 27, 2021

	Criteria	Responses
1	Firm has an ESG policy	Yes
1a	If yes, firm described its ESG policy	Yes
2	If yes, firm provided examples of ESG factors considered in the decision-making process, explained the financial impact of these ESG factors	Yes
3	Designated staff responsible for sustainability policies and research	Yes
4	Firm provides training/resources on sustainability issues, explained sources of ESG-related data	Yes
5	Signatory/member of sustainability-related initiatives or groups	Yes
6	Policy for evaluating current or prospective relationships with manufacturers or retailers of civilian firearms	Yes
7	Policy that requires safe and responsible use, ownership or production of guns	No
8	Enhanced screening of manufacturers or retailers of civilian firearms	No (does not do business with manufacturers or retailers of civilian firearms)
9	Enhanced screening of any industry/sector subject to increased regulatory oversight, potential adverse social and/or environmental impacts	Yes
10	Merchant credit relationships with retailers of civilian firearms and accessories	No
10a	If yes, firm confirms compliance with laws governing firearms sales	N/A
11	Overall assessment of responses (e.g., depth of approach to ESG and integration)	The firm described comprehensive integration of ESG into its investment decision making process. The firm's co-CEOs currently lead ESG initiatives and research with the support of an "Impact Team." The firm noted that its ESG/impact policy is formally incorporated into both its employee manual and overall investment process. They regularly engage with sustainability-oriented organizations such as the Sustainability Accounting Standards Board, Global Impact Investing Network, the Impact Management Project and the United Nations' Sustainable Development Goals. The firm's investment exclusions explicitly indicate that it does not do business with manufacturers or retailers of civilian firearms.
	SCORE: Excellent - 1 Detailed description of ESG philosophy and integration; ongoing ESG assessment; established framework; member of sustainability-oriented organizations; enhanced screening of firearms and/or higher-risk sectors Very Good - 2 Detailed description of ESG philosophy and integration; ongoing ESG assessment; established framework; member of sustainability-oriented+B3 organizations Satisfactory - 3 General description of ESG philosophy and integration; some evidence of framework for ongoing ESG assessment; member of sustainability-oriented organizations Needs Improvement - 4 Generic and/or vague description of ESG philosophy and integration; no ongoing ESG assessment; no dedicated ESG staff or resources Poor - 5	**1**

Hamilton Lane

Connecticut Retirement Plans and Trust Funds
Vistria Fund IV, LP

Recommendation Report

April 2021

Important Disclosures

All information contained within this report has been gathered from sources believed to be reliable, including but not limited to the general partner(s), other industry participants and the Hamilton Lane Investment Database, but its accuracy cannot be guaranteed.

The information contained in this report may include forward-looking statements regarding the fund presented or its portfolio companies. Forward-looking statements include a number of risks, uncertainties and other factors beyond the control of the fund or the portfolio companies, which may result in material differences in actual results, performance or other expectations. The opinions, estimates and analyses reflect our current judgment, which may change in the future.

The past performance information contained in this report is not necessarily indicative of future results and there is no assurance that the fund will achieve comparable results or that it will be able to implement its investment strategy or achieve its investment objectives. The actual realized value of currently unrealized investments will depend on a variety of factors, including future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions and circumstances on which the current unrealized valuations are based.

Any tables, graphs or charts relating to past performance included in this report are intended only to illustrate the performance of the fund or the portfolio companies referred to for the historical periods shown. Such tables, graphs and charts are not intended to predict future performance and should not be used as the basis for an investment decision.

By accepting receipt of this investment report and in consideration of access to the information contained herein (together with the investment report, the “Confidential Information”), the recipient agrees to maintain the strict confidentiality of any and all Confidential Information in accordance with the terms of this paragraph. The recipient acknowledges that (i) the Confidential Information constitutes proprietary trade secrets, and (ii) disclosure of any Confidential Information may cause significant harm to Hamilton Lane Advisors, L.L.C. (“Hamilton Lane”), its affiliates or any of their respective businesses. Unless otherwise required by law, the recipient shall not disclose any Confidential Information to any third party. If required by law to disclose any Confidential Information, the recipient shall provide Hamilton Lane with prompt written notice of such requirement prior to any such disclosure so that Hamilton Lane may seek a protective order or other appropriate remedy. Prior to making any disclosure of any Confidential Information required by law, the recipient shall use its reasonable best efforts to claim any potential exemption to such requirement and otherwise shall limit disclosure only to such information that is necessary to comply with such requirement.

The calculations contained in this document are made by Hamilton Lane based on information provided by the general partner (e.g. cash flows and valuations), and have not been prepared, reviewed or approved by the general partner.

Stacked bar charts or pie charts presented in the Strategy section in this report may not equate to 100% per the data labels on the charts due to rounding; however, all stacked bar charts and pie charts equate to 100% using exact proportions.

Table of Contents

Fund Information

Organization Overview

General Partner:

The Vistria Group, LP ("General Partner"), ("Vistria")

Firm Inception:

2013

Team:

21 investment professionals

Senior Partners:

Martin Nesbitt and Kip Kirkpatrick

Location:

Chicago, IL

Fund Overview

Fund:

Vistria Fund IV, LP ("Fund")

Target Size/Hard Cap:

$1.5 billion/$2.0 billion

Strategy:

Corporate finance/buyout

Substrategy:

Mid-market buyout

Geography:

North America

Industries:

Healthcare, education and financial services

Portfolio Construction

Enterprise Values:

Up to $500 million

Equity Investments:

$50 million to $100 million

Target Number of Investments:

10 to 15

Max Single Investment Exposure:

15%

Expected Hold Period Per Investment:

Approximately 5 years

Net Performance and Benchmarks

The Vistria Group, LP Prior Net Investment Performance[1] As of 12/31/20								HL Benchmark Small Buyout As of 9/30/20			PME Benchmark[3] MSCI US Small Cap As of 12/31/20	J-Curve Benchmark[4] Small Buyout As of 9/30/20
($mm)								Spread vs. Top-Quartile				
Fund	Vintage	Fund Size	% Drawn[2]	Net DPI	Net TVPI	Net IRR	Quarters to Break J-Curve	Net DPI	Net TVPI	Net IRR	Spread vs. PME	Comparison to Peers (quarters)
Fund I	2014	$400	102%	1.3x	2.0x	22.9%	8	0.1x	0.2x	-97 bps	+1286 bps	Equal
Fund II	2017	872	100%	0.4x	1.6x	29.1%	5	0.2x	0.2x	+1004 bps	+1598 bps	Equal
Fund III	2020	1,112	58%	0.0x	0.9x	n/a	n/a	0.0x	-0.1x	n/a	n/a	n/a
Total				**0.6x**	**1.6x**	**24.7%**					**+1244 bps**	

Fundraise Update

- First close expected on 3/31/21 on approximately $1.0 billion of aggregate commitments
- Final close targeted for 5/31/21
- The General Partner does not expect to turn on the Fund until Fund III is fully invested

[1] Capital Drawn, Capital Distributed and NAV are calculated from the cash flows of fee-paying limited partners and excludes any cash flows from the General Partner's commitment; valuations represent estimated and unaudited figures as of 12/31/20

[2] As provided by the General Partner as of 2/26/21; Does not represent final December 31, 2020 data, rather the data is in draft form

[3] Methodology used for PME Benchmark is the Cobalt PME (PME II)

[4] Peer J-Curve Benchmark is calculated as of 9/30/20 by taking the median IRR of small buyout funds of similar vintages in Hamilton Lane's database at each quarter, which are simulated as investing at the same point of time

Executive Summary (cont.)

Key Terms[1]

Term	Summary
Investment Period	5 years
Fund Term	10 years; + 2 one-year extensions with advisory board or limited partner approval
GP Commitment	2% (up to $30 million)
Management Fee	2.00% of aggregate commitments stepping down to 1.75% of net invested capital during the post-investment period
Fee Discount	None
Fee Offset	100%
Organization Expenses	$3 million
Carry/Preferred Return	20%/8%; Deal-by-deal
GP Catch-up	100%
Clawback	Yes

[1] Refers to the terms proposed by the General Partner as of February 2021; terms are subject to change during fundraising

Executive Summary (cont.)

Investment Thesis

Experienced team of sector specialists supported by broad industry and operating resources	• The General Partner's investment team is comprised of sector-dedicated professionals with significant investment and operating expertise • Vistria's sector specialist approach is augmented by its group of Operating Partners and Senior Advisors who possess expert knowledge of industry trends and insights • The General Partner also leverages its Portfolio Resource Group ("PRG") and Policy & Impact Team for additional operating support and regulatory advice, respectively
Thematic, consistent focus on three core sectors within the middle market	• Vistria has consistently targeted middle-market opportunities within the healthcare, education and financial services sectors, resulting in meaningful industry expertise • The General Partner's sector knowledge, coupled with its network and operating resources, has enhanced the firm's thematic approach to its core sectors and thoughtfulness in terms of sub-sector exposure and diversification
Attractive performance across prior funds with meaningful upside potential	• Vistria has generated attractive performance in Funds I and II; while Fund III remains early, the General Partner indicated that all investments are on track to meet or outperform original underwriting cases • Vistria has generated recent liquidity in Funds I and II through the exits of St. Croix Hospice and CareMetx, which both generated over a 4.5x gross multiple • In addition, the General Partner expects to complete two recapitalizations across Funds I and II and exit one Fund I investment in Q1 2021 at attractive marks

Investment Considerations

Vistria maintains adequate resources and capabilities to manage and deploy a larger fund size	• The General Partner is targeting a hard cap of $2.0 billion for the Fund, which is approximately twice as large as Fund III • Since the prior fundraise, Vistria has meaningfully expanded its platform through its PRG, Policy & Impact Team and additional Operating Partners and Senior Advisors • The General Partner has deployed $2.2 billion of co-investment capital over the last four years, demonstrating its ability to identify attractive, middle-market opportunities of scale to support the increase in fund size
The General Partner will remain disciplined in terms of purchase multiples given its focus on highly competitive sectors	• Vistria has demonstrated its willingness to pay up for businesses as shown by the gradual increase in purchase price multiples across prior funds • The General Partner targets middle-market companies within the healthcare, education and financial services sectors, which typically merit higher purchase price multiples due to their recession resiliency and essential nature • Vistria has remained prudent, securing purchase price multiples across the portfolio that are in line with market rates for its target sectors
Vistria will effectively manage the unrealized portfolio	• As of 12/31/20, the unrealized portfolio was large, comprising 20 positions • In Funds I and II, 12 out of 17 unrealized deals were written up in Q4 2020, resulting in an approximate 50% mark up across Funds I and II; 3 investments across all prior funds were held below cost, representing 11% of invested capital • Vistria exited its largest unrealized position in Fund I, CareMetx, in January 2021; the General Partner also plans to complete two recapitalizations across Funds I and II and exit one Fund I investment in the near term, further de-risking the portfolio

Recommendation

Based on the analysis and information presented herein, Hamilton Lane believes that a commitment to Vistria Fund IV, LP works towards achieving the goals set forth for Connecticut Retirement Plans and Trust Funds. A commitment in the Fund will continue a relationship with a high-quality General Partner. Taking into account the investment strategy and portfolio diversification objectives of Connecticut Retirement Plans and Trust Funds Private Investment Fund, Hamilton Lane recommends a commitment to the Fund.

- Vistria was founded in 2013 by Martin Nesbitt and Kip Kirkpatrick (collectively, the "Founders"), who continue to lead the firm today as Co-Chairmen and Co-CEOs
  - The Founders established Vistria with the intent to exclusively focus on healthcare, education and financial services opportunities and integrate financial, operational and regulatory considerations into its core investment strategy
- The General Partner has remained focused on a sole product line since inception; however, Vistria is considering opportunities to broaden its platform

Snapshot:

Inception/Founders:

2013/Martin Nesbitt and Kip Kirkpatrick

AUM:[1]

$3.3 billion

Management Company:

Private

Location:

Chicago, IL

Headcount:

21 investment professionals, 3 PRG professionals, 2 members of the Policy & Impact Team and 12 operations/back-office professionals

Strategies/Product Lines:

Corporate finance/buyout

Current Leadership:

Martin Nesbitt and Kip Kirkpatrick

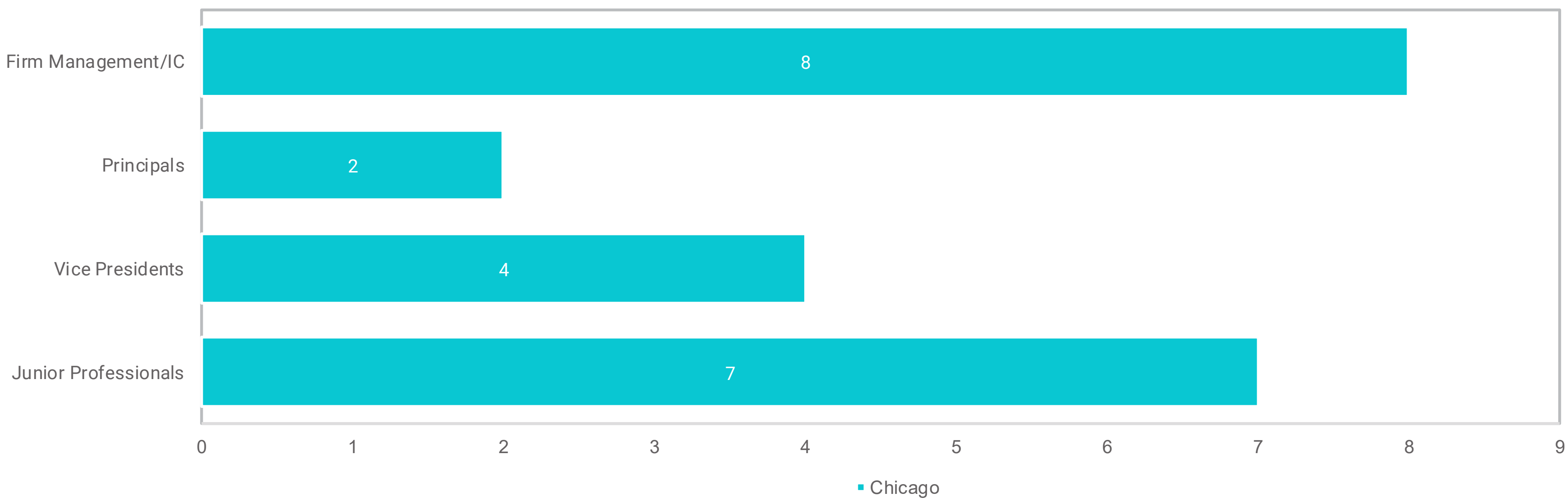
[1] As of 9/30/20

General Partner (cont.)

- Vistria's investment team has remained relatively consistent since the prior fundraise, totaling 21 professionals today
  - In addition to the Founders, the investment team consists of 2 Senior Partners, 4 Partners, 2 Principals, 4 Vice Presidents, 1 Senior Associate and 6 Associates
- Deal teams remain consistent over the life of the investment, ensuring greater specialization at the portfolio company level
- Today, the General Partner maintains a single office in Chicago consisting of 38 employees
  - Non-investment professionals include Portfolio Resource Group ("PRG"), policy, operations, human resources, compliance, finance, accounting, administration and investor relations personnel

Investment Team by Role/Region

As of 2/2/21



General Partner (cont.)

- Vistria's investment professionals possess a combination of significant investment capabilities and operating expertise
  - Members of the investment team, down to the Vice President level, average approximately 16 years of industry experience
- Vistria's investment committee is led by the Founders and is comprised of Senior Partners Philip Alphonse and David Schuppan and Partners Amy Christensen, Michael Castleforte, Adnan Nisar and Jon Maschmeyer
  - The investment committee also includes non-investment professionals, Robert Parkinson, Partner of Investor Relations, Thomas Duffy, CFO, and Jon Samuels, Director of Impact & Policy
  - The General Partner values diverse perspectives and remains focused on establishing a diverse employee base; as such, 36% of the investment committee includes either women or ethnic minorities

Name	Title	Tot. Exp. (yrs.)	Tenure (yrs.)	2011	2012	2013	Fund I	2015	2016	Fund II	2018	2019	Fund III	2021
Martin Nesbitt[1]	Co-Chairman & Co-CEO	36	7											
Kip Kirkpatrick[1]	Co-Chairman & Co-CEO	27	7											
Philip Alphonse[1]	Senior Partner	24	7											
David Schuppan[1]	Senior Partner	20	3											
Amy Christensen[1]	Partner	15	7											
Michael Castleforte[1]	Partner	15	7											
Adnan Nisar[1]	Partner	15	7											
Jon Maschmeyer[1]	Partner	18	4											
Marcelus DeCoulode	Principal	12	6											
Matthew Schulz	Principal	12	5											
Nicholas Potter	Vice President	11	3											
Natasha Latif	Vice President	9	3											
Andrea Poldoian	Vice President	7	<1											
Ashley Edwards	Vice President	5	<1											

= Tenure with The Vistria Group, LP

= Total Experience

[1] Denotes members of the investment committee

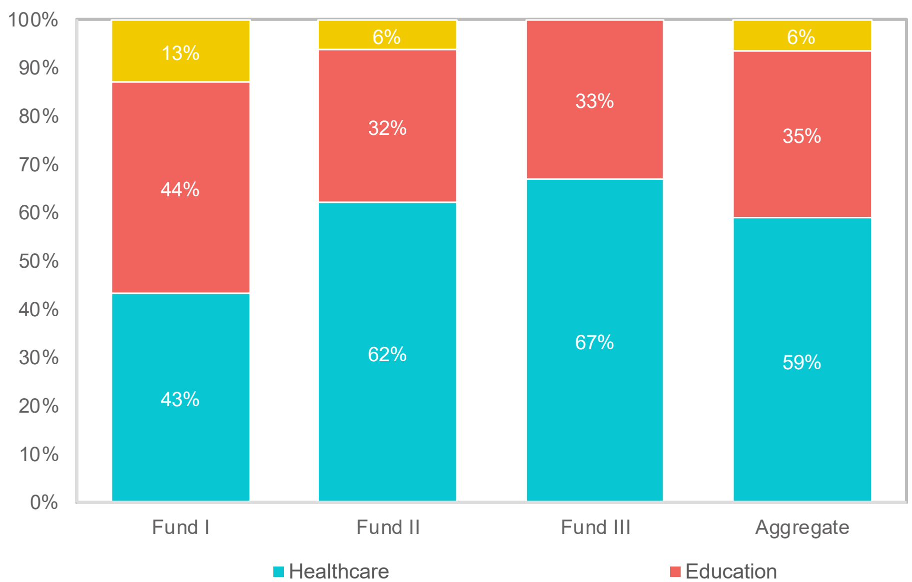
Investment Strategy

Consistent and thematic approach to the healthcare, education and financial services sectors	• The General Partner has consistently focused on the same core sectors since inception, which has allowed the team to develop meaningful sector expertise and remain thematic in their investment approach • Vistria's theme development process encourages the General Partner to construct a diversified portfolio by remaining thoughtful about its sub-sector exposure
Broad network and strategic relationships drive deal flow	• The General Partner has benefited from its consistent focus on the same core sectors as shown by the development of its network and industry relationships • Vistria leverages its broader industry resources for insights on market trends and shifts to source relevant opportunities and direct deal flow • Given the regulatory components of its target sectors, the General Partner also benefits from its Policy & Impact Team and network of policy makers, who are useful when navigating the changing regulatory landscapes within each sector
Differentiated insights augment value creation capabilities	• Vistria's combination of industry expertise, access to broader resources, regulatory knowledge and controlling ownership stakes contribute to its ability to drive value throughout the hold period • The General Partner employs a three-dimensional investment approach focused on transactional, operational and policy characteristics related to a business and is able to source accretive add-on acquisitions to scale companies into more strategically attractive assets as well

- Consistent with prior fund target allocations, Vistria expects to allocate 40% of the Fund to investments in healthcare, 40% to education and 20% to financial services
  - While Vistria sets target sector allocations, it ultimately plans to remain opportunistic given the current market environment
  - Due to recent industry tailwinds and the scale of the healthcare sector, the General Partner has historically allocated more capital to healthcare; as a result, Vistria has developed meaningful networks and access to broader resources in the space
- The General Partner intends to remain thoughtful in terms of sub-sector exposure to achieve a well-diversified portfolio; Vistria indicated a current interest in the following sub-sectors: pharmacy, women's, home and behavioral health, medical devices, early education, licensing and corporate training, asset management and revenue cycle management

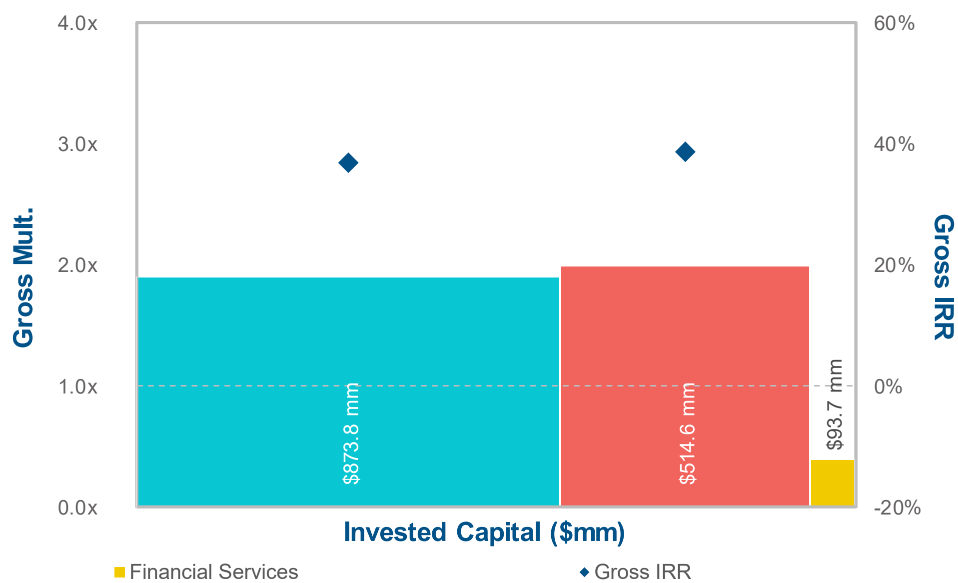
Prior Investments - % by Sector[1]

As of 12/31/20



Aggregate Performance – by Sector[2]

As of 12/31/20



[1] As of 12/31/20, Fund III consisted of three investments

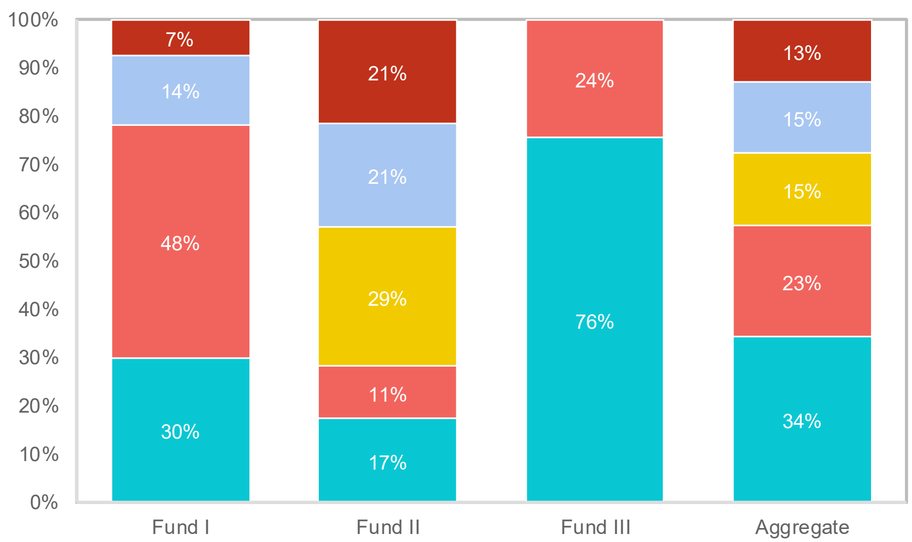
[2] As of 12/31/20, financial services investments had generated a -23.5% gross IRR

Investment Strategy (cont.)

- The General Partner exclusively focuses on investment opportunities within the United States
- Vistria will not invest more than 15% of the Fund in companies that operate primarily outside of the United States without advisory board approval
- The General Partner benefits from deep industry networks and strategic relationships within the U.S.

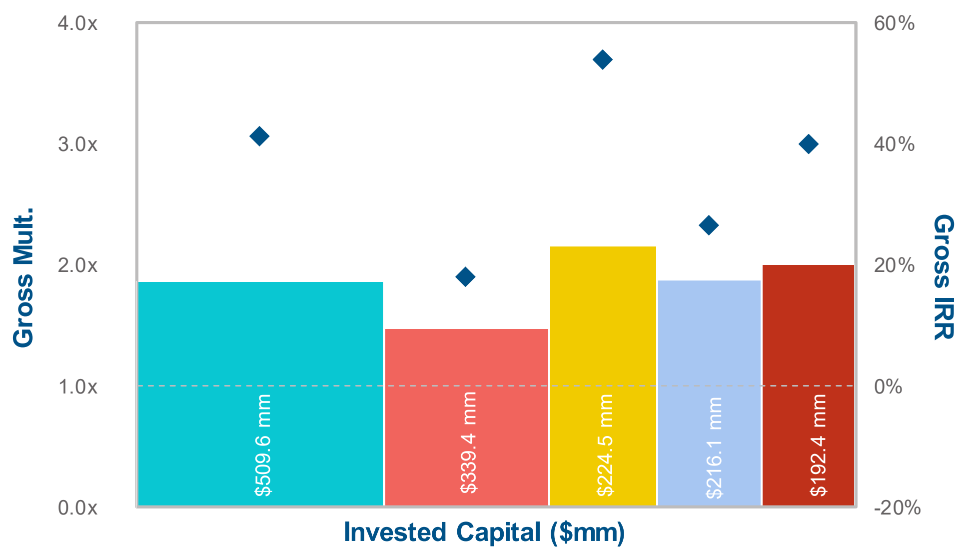
Prior Investments - % by Region[1]

As of 12/31/20



Aggregate Performance – by Region

As of 12/31/20



Midwestern U.S. | Western U.S. | Southwestern U.S. | Southeastern U.S. | Northeastern U.S. | Gross IRR

[1] As of 12/31/20, Fund III consisted of three investments

Investment Strategy (cont.)

- Vistria targets middle-market businesses, with enterprise values up to $500 million, that are well-positioned for growth
- The General Partner's consistent focus on a specific subset of the market has allowed it to identify opportunities where it can leverage its industry expertise to achieve growth objectives
- Vistria intends to remain prudent in terms of purchase multiples in the Fund, avoiding competitive auctions to maintain attractive entry pricing dynamics and manage its purchase price multiples
- Companies operating within the healthcare, education and business services sectors typically merit higher purchase price multiples due to their recession resiliency and essential nature
- Consistent with prior funds, Vistria intends to remain conservative in its use of leverage at the portfolio company level
- The General Partner has sourced the majority of its opportunities through direct and limited auction processes due to its longstanding presence within its target sectors
- Vistria employs a top-down sourcing approach to identify select sub-sectors and leverages its industry network to gain further insights into trends and upcoming shifts that may present investment opportunities
  - The General Partner's network is comprised of key relationships within the healthcare, education and financial services spaces who are often able to source deal flow outside of standard intermediary channels
- The General Partner intends to typically lead or co-lead the majority of deals
  - Vistria expects to lead 60%, co-lead 30% and retain a minority position in approximately 10% of investments in the Fund
- Given its expertise, reputation as a preferred partner and resources within its target sectors, the General Partner has been able to access larger deals by partnering with other general partners as a strategic co-investor

Track Record

Consistent net performance across prior funds	• As of 12/31/20, Funds I and II had generated a 2.0x and 1.6x TVPI, respectively, and a 22.9% and 29.1% net IRR, respectively • While Fund III remains early, the General Partner indicated that all investments are on track to meet or outperform original underwriting cases
Attractive gross performance coupled with a healthy unrealized portfolio	• Vistria experienced significant write-ups in the portfolio from 9/30/20 to 12/31/20; Funds I and II were written up approximately 49% and 52%, respectively • The General Partner expects to complete two recapitalizations across Funds I and II and exit one Fund I investment in Q1 2021 with potential for additional liquidity over the next year
Increased deployment in recent years	• Over the last two years, the General Partner deployed approximately $2.3 billion, inclusive of co-investment capital, which is in line with increases in fund size • Vistria's expected increase in fund size will allow the General Partner to consistently deploy the Fund across several years, avoiding any vintage year concentration risk that may exist in Fund III given the rapid deployment
Strong preservation of capital demonstrated by a limited loss ratio	• The General Partner has not written off any investments to date • As of 12/31/20, only three investments were held below cost, representing 11% of invested capital; Vistria expects each investment to recover having developed a detailed value creation plan for all of these portfolio companies

- Vistria has generated attractive net performance across prior funds
- In Q4 2020, Funds I and II experienced a meaningful uptick in performance on a DPI and net IRR basis, respectively
- Fund III remains in the early stages of development; however, the General Partner indicated that all investments are on track to meet or outperform original underwriting cases
  - As of February 2021, Fund III was approximately 58% drawn
- Consistent with prior funds, Vistria intends to establish a line of credit for the Fund

The Vistria Group, LP Prior Net Investment Performance[1,2] As of 12/31/20									HL Benchmark Small Buyout As of 9/30/20			PME Benchmark[3] MSCI US Small Cap As of 12/31/20
($mm)									Top-Quartile			
Fund	Vintage	Fund Size	Capital Drawn	Capital Distributed	NAV	Net DPI	Net TVPI	Net IRR	Net DPI	Net TVPI	Net IRR	PME IRR
Fund I	2014	$400	$374.1	$471.3	$290.7	1.3x	2.0x	22.9%	1.1x	1.8x	23.8%	10.0%
Fund II	2017	872	741.5	302.8	920.6	0.4x	1.6x	29.1%	0.2x	1.4x	19.1%	13.2%
Fund III	2020	1,112	256.8	0.0	233.9	0.0x	0.9x	n/a	0.0x	1.0x	12.0%	n/a
Total			**$1,372.3**	**$774.1**	**$1,445.2**	**0.6x**	**1.6x**	**24.7%**				**12.3%**

[1] Capital Drawn, Capital Distributed and NAV are calculated from the cash flows of fee-paying limited partners and excludes any cash flows from the General Partner's commitment
[2] Valuations reflect estimated and unaudited figures as of 12/31/20
[3] Methodology used for PME Benchmark is the Cobalt PME (PME II)

Track Record (cont.)

- Vistria has generated strong gross performance in Funds I and II
- As of February 2021, Fund III was approximately 58% drawn, which included two investments that occurred after 12/31/20
- Subsequent to 12/31/20, the General Partner invested approximately $247.3 million across two platform investments in Fund III and generated one Fund I exit
- As of January 2021, the General Partner had five platform deals in its pipeline, representing approximately $885 million in fund equity and co-investment opportunities
  - As of February 2021, Vistria expected to close on two financial services investments within the next 90 to 180 days and one healthcare opportunity in March 2021
- Vistria has demonstrated a strong preservation of capital as shown by no write-offs to date

The Vistria Group, LP
Prior Gross Investment Performance[1]
As of 12/31/20

($mm) Fund	Vintage	# of Inv. Total	# of Inv. Real.	Fund Size	Amount Invested	Amount Realized	Unrealized Value	Gross Mult.	Gross IRR
Fund I	2014	9	3	$400	$349.6	$540.3	$422.1	2.8x	31.4%
Fund II	2017	12	1	872	775.9	292.3	1,119.5	1.8x	36.8%
Fund III	2020	3	0	1,112	356.5	0.0	356.5	1.0x	0.0%
Total		**24**	**4**		**$1,482.0**	**$832.7**	**$1,898.1**	**1.8x**	**33.1%**

The Vistria Group, LP
Realized Gross Investment Performance[1]
As of 12/31/20

($mm) Fund	Amount Invested	Amount Realized	Unrealized Value	Gross Mult.	Gross IRR
Fund I	$89.8	$380.1	$4.7	4.3x	64.0%
Fund II	41.3	181.2	7.0	4.6x	63.3%
Fund III	0.0	0.0	0.0	n/a	n/a
Total	**$131.1**	**$561.3**	**$11.7**	**4.4x**	**63.9%**

The Vistria Group, LP
Unrealized Gross Investment Performance[1]
As of 12/31/20

($mm) Fund	Amount Invested	Amount Realized	Unrealized Value	Gross Mult.	Gross IRR
Fund I	$259.9	$160.3	$417.3	2.2x	21.2%
Fund II	734.6	111.1	1,112.5	1.7x	32.3%
Fund III	356.5	0.0	356.5	1.0x	0.0%
Total	**$1,351.0**	**$271.3**	**$1,886.3**	**1.6x**	**25.6%**

[1] Valuations reflect estimated and unaudited figures as of 12/31/20

- The General Partner is a signatory to the Principles for Responsible Investing ("PRI"); in addition, Vistria has aligned or collaborated with several other related organizations such as the Global Impact Investing Network ("GIIN"), Impact Management Project ("IMP"), the Sustainability Accounting Standards Board ("SASB") and the United Nations' Sustainable Development Goals ("UNSDGs")
- Vistria is primarily focused on the mitigation of social and governance risks given the service nature of its target sectors and businesses, which are not energy-intensive and do not have complex supply chains; however, the General Partner's policies and procedures encompass all ESG risks and Vistria intends to incorporate an explicit emphasis on environmental risks in its ESG policies in the near term
- Vistria incorporates ESG factors into each stage of its diligence process and has developed a dedicated PRG and Policy & Impact Team to integrate ESG policies into value creation plans, execute on ESG initiatives and track ESG/impact performance at the portfolio company level
- The General Partner is actively focused on recruiting diverse talent at the firm and portfolio company levels; Vistria is working towards implementing more meaningful portfolio company diversity and inclusion plans; the General Partner has a framework in place to encourage diversity at the board level

ESG Summary

ESG Policy	Yes
ESG-Dedicated Professionals	Two dedicated ESG/Impact professionals
Signatories	PRI, GIIN, IMP, SASB and UNSDGs
Environmental Focus	Working towards TCFD compliance
Diversity	38% Female/62% Male (total professionals) 36% minority on the investment committee 51% minority in ownership
ESG in Due Diligence Process	Yes, includes third parties as needed

Integration in Decision Making	IC memos include ESG requirements
ESG Focus – Planning	ESG is always included in strategic planning
Monitoring	Actively monitors several KPIs across portfolio companies
Reporting	Vistria issues an annual ESG/Impact report to limited partners
Requirements of Portfolio Companies	Vistria requires all portfolio companies to adopt ESG policies and set goals consistent with their impact policy

Portfolio Fit

Based on the analysis and information presented herein, Vistria Fund IV, LP ("the Fund") meets the criteria and guidelines set forth in CRPTF's Investment Policy Statement. The Fund would be considered a fiscal year 2021 commitment to the Middle-Market Buyout portfolio within the Private Investment Fund. As of September 30, 2020, CRPTF's investments in Middle-Market Buyout represented 9% of Private Investment Fund exposure[1] and has generated a net IRR of 10.9%. Inclusive of CRPTF's investments approved after September 30, 2020, Middle-Market Buyout exposure increases to 14% following a commitment of up to $150 million to the Fund.

Exposure Analysis	CRPTF Current Exposure[1]	IRR	CRPTF Pro Forma Exposure
Strategy			
Middle-Market Buyout	9%	10.9%	14%

[1] As a percentage of total exposure, equal to net asset value plus unfunded commitments, as of September 30, 2020

Section 4 | Appendices

Experience of Investment Professionals						
Name	**Title**	**Industry Focus**	**Tot. Exp. (yrs.)**	**Tenure (yrs.)**	**Prior Experience**	**Educational Background**
Martin Nesbitt	Co-Chairman & Co-CEO	Generalist	36	7	• The Parking Spot, Founder • Pritzker Realty Group, Executive • LaSalle Partners, Vice President	• University of Chicago (MBA) • Albion College (BS)
Kip Kirkpatrick	Co-Chairman & Co-CEO	Generalist	27	7	• United Shore, CEO • Water Street Healthcare Partners, Co-founder • One Equity Partners, Partner	• Northwestern University (MBA) • Northwestern University (BA)
Philip Alphonse	Senior Partner	Education	24	7	• Sterling Partners, Principal • Catapult Learning, Board Member • MediaSource Inc., Board Member	• Stanford University (MBA) • Harvard University (BA)
David Schuppan	Senior Partner	Healthcare	20	3	• Cressey & Company, Partner • Thoma Cressey Equity Partners, Vice President • Bear, Stearns & Co., Analyst	• University of Pennsylvania (MBA) • Indiana University (BS)
Amy Christensen	Partner	Healthcare	15	7	• NewSpring Capital, Vice President • CCP Private Equity Partners, Associate • Huron Consulting Group, Consultant	• University of Chicago (MBA) • Northwestern University (BS)
Michael Castleforte	Partner	Financial Services	15	7	• United Shore, Head of Business Development • Winston & Strawn, Corporate Associate	• Columbia Law School (JD) • Duke University (BA)
Adnan Nisar	Partner	Education	15	7	• Mubadala, Senior Associate • M3 Capital Partners, Associate	• University of Chicago (MBA) • Washington University in St. Louis (BA)
Jon Maschmeyer	Partner	Healthcare	18	4	• Chicago Pacific Partners, Partner • Pritzker Group, Vice President • RoundTable Healthcare Partners, Senior Associate	• University of Chicago (MBA) • Indiana University (BS)
Marcelus DeCoulode	Principal	Education	12	6	• Council Capital, Associate • Exaltare Capital Partners, Associate • Deloitte, Consultant	• University of Chicago, MBA • University of California, Berkeley (BS)
Matthew Schulz	Principal	Healthcare	12	5	• Altaris Capital Partners, Associate • Leerink Swann, Analyst • Merrill Lynch, Analyst	• University of Pennsylvania (MBA) • Carnegie Mellon University (BS)
Nicholas Potter	Vice President	Financial Services	11	3	• Flexpoint Ford, Associate • Raymond James, Analyst	• University of Chicago (MBA) • University of Michigan (BBA)
Natasha Latif	Vice President	Healthcare	9	3	• Welsh, Carson, Anderson & Stowe, Senior Associate • Brookstone Partners, Associate	• University of Pennsylvania (MBA) • University of Chicago (BA)
Andrea Poldoian	Vice President	Education	7	<1	• Winona Capital Management, Vice President • Kinsale Capital Partners, Associate • Hyde Park Angels, Associate	• University of Chicago (MBA) • Tulane University (BS)
Ashley Edwards	Vice President	Healthcare	5	<1	• Spartronics LLC, Director • ORS Nasco, Director • One Equity Partners, Vice President	• University of Chicago (MBA) • University of Chicago (BA)

Definitions

Benchmark Analysis:	An analysis that compares the net IRR of the prior funds to the top-quartile net IRR benchmarks for similar funds (based on strategy and vintage) as reported by the Hamilton Lane database. The benchmark data shown is the most recent data available at this time
DPI:	Distributed-to-Paid In = (Amount of Distributions Received)/(Total Amount of Capital Paid-In)
ESG:	Environmental, Social and Governance
Gross IRR:	Internal Rate of Return ("IRR") of investments at the "fund level," excludes fees paid by LPs to the General Partner such as management fees and carried interest. For investments held less than one year, Hamilton Lane nominalizes the IRR to match the hold period of the investment in order to represent a more meaningful number
Investment Pacing:	An analysis of the total capital invested during the given years. Includes all prior investments, realized or unrealized
J-Curve Benchmark:	Peer (median by age) is calculated by taking the median IRR of similar funds (based on strategy and vintage) in Hamilton Lane's database at each quarter, which are simulated as investing at the same point in time. The length of time to break the J-curve is calculated from inception to the first time each fund generated a positive net IRR
Loss Ratio Analysis:	An analysis of the capital invested in realized transactions generating different multiples of invested capital
Net IRR:	Annualized Internal Rate of Return ("IRR") of investments at the LP level inclusive of fees such as management fees and carried interest paid to the General Partner
Net Returns to Limited Partners:	The performance of the General Partner's prior investment vehicles at the net LP level, inclusive of all fees, carried interest and expenses. Performance data is as reported by the General Partner using actual capital contributions, distributions and net asset value for either all limited partners, or a sample set of limited partners, in the respective funds
Outlier Analysis:	An analysis of the gross returns of investments in prior funds, comparing overall performance against the performance when certain 'outlier' transactions are excluded. Outliers are defined as transactions that generate exceptionally positive or negative results
PME Analysis:	Calculated by taking the fund's monthly cash flows and investing them in the relevant Total Return Index (where all dividends are re-invested). Contributions were scaled by a factor such that the ending portfolio balance would be equal to the private equity net asset value (equal ending exposures for both portfolios). This prevents shorting of the public market equivalent portfolio in order to match the performance of an outperforming private equity portfolio. Distributions were not scaled by this factor. The IRRs were then calculated based on these adjusted cash flows. The selected PME represents the most relevant public market benchmark
Realized Attribution Analysis:	Analysis of the capital invested in, and performance of, the prior realized transactions according to the criteria indicated
Realized Investments:	Hamilton Lane classifies investments as "realized" if it has: i) an unrealized value of less than 20% of the total value; ii) a carrying value that has been written to zero or has been previously written-off; or iii) been fully exited and the GP has no remaining interest in the company
RVPI:	Remaining Value-to-Paid In = (Current Net Asset Value)/(Total Amount of Capital Paid-In)
TVPI:	Total Value-to-Paid In = (Amount of Distributions Received + Current Net Asset Value)/(Total Amount of Capital Paid-In)

Definitions (cont.)

Time-Zero IRR:	Represents the gross IRR calculated as if every investment were initiated on the same date
Write-Down Ratio:	The ratio of capital invested in realized investments that have been sold for a value that is less than 1.0x their original cost basis, divided by the total capital invested in all realized investments
Write-Off Ratio:	The ratio of capital invested in realized investments that have been sold for a value that is less than 0.5x their original cost basis, divided by the total capital invested in all realized investments

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VISTRIA FUND IV, LP

MAY 2021

VISTRIA

The Vistria Group ("Vistria" or the "Firm") manages approximately $3.5 billion in AUM across its funds and co-investment vehicles. We are raising Vistria Fund IV, LP with a $1.5 billion target.

Vistria is focused on making control investments in the U.S. middle market companies and expects to invest between $50-$150 million in each platform across three Targeted Industries with attractive investment characteristics at the nexus of the public and private sectors

Note: AUM represents the amount committed in Vistria Fund, LP, Vistria Fund II, LP and Vistria Fund III, LP. AUM also includes the amounts invested by co-investors in portfolio companies, excluding co-investment from other private-equity funds that have significant ownership in a portfolio company. Data as of February 2021.

VISTRIA

The Firm's investment team couples a wealth of proven entrepreneurial, financial and operational expertise with deep strategic relationships across the private and public sectors and collectively has more than 300 years of investing, operating and high-level government or policy experience ("Power of Three").

To align its interests with its limited partners, the Vistria investment team, operating partners and advisors have committed approximately $200 million across its three funds and have committed $150 million to Vistria Fund IV, LP.

Portfolio Companies

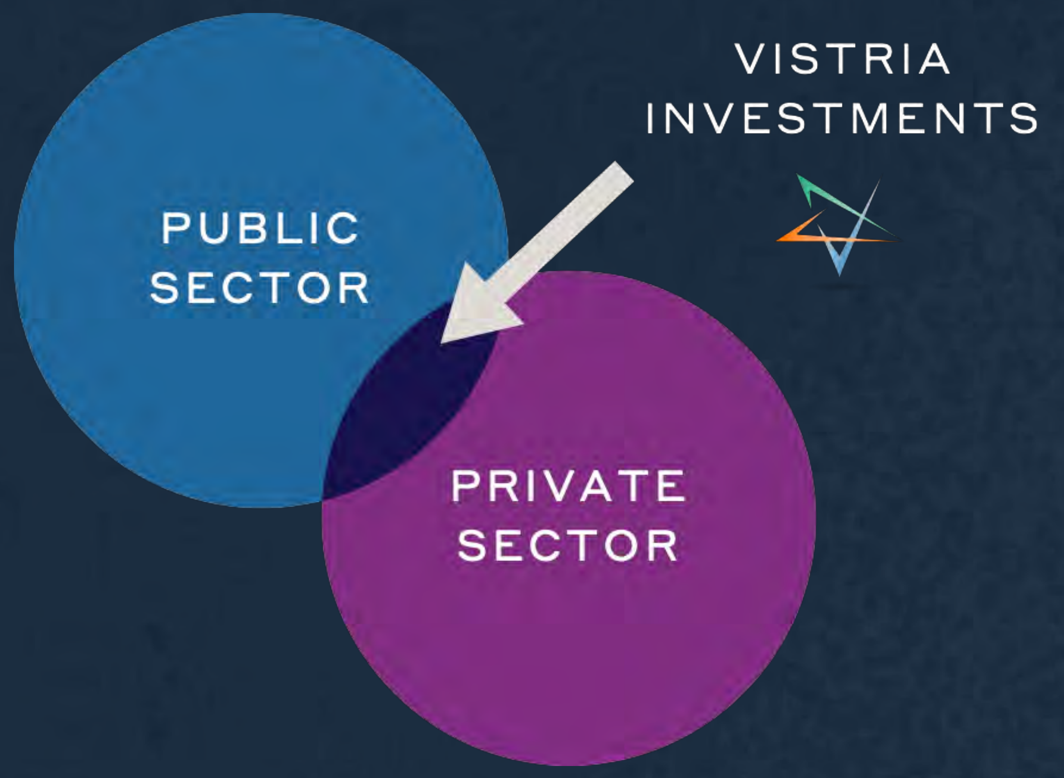
Angel MedFlight Worldwide Air Ambulance
Supplemental Health Care
MSI Information Services
Alacura Medical Transport Management
SCA pharma
Mission Healthcare
Penn Foster
FullBloom Impact for Life
BHG behavioral health group
CareMetx
edmentum
AIS Healthcare
Higher Education
Apollo Education Group
Help at Home Care to Live Your Life.
Academic Partnerships
RockDental Brands
St. Croix Hospice
ForwardLine
Agape Care South Carolina
Civitas Solutions
Treliant
chiro one wellness centers
Unitek LEARNING

Note: The portfolio companies reflected above may not be representative of all portfolio companies.

VISTRIA

Targeted Industries are Attractive for Investment

Vistria's Targeted Industries are at the nexus of the public and private sectors and are of strategic importance to the long-term economic success of the United States



"Healthy, Wealthy & Wise"

HEALTHCARE

EDUCATION

FINANCIAL SERVICES

VISTRIA

	Healthcare	Education	Financial Services
US MARKET SIZE	• ~$3.8+ trillion[1] • 18% of GDP[1]	• ~$1.6 trillion[2] • 6-7% of GDP[2]	• ~$1.7 trillion[3] • 7-10% of GDP[3]
GROWTH	• Forecasted to grow at ~5.4% annually[1]	• Forecasted to grow at ~4% annually[2]	• ~4% annually since 2005[3]
REGULATORY/ GOVERNMENT AGENCIES	• Department of Health and Human Services • Federal, State and Local Gov't Entities • Medicare • Medicaid • FDA, OIG and MedPAC	• Department of Education • State and Local Gov't Entities	• Treasury Department • SEC • FDIC • HUD • CFPB
KEY TRENDS	• Graying and urbanization of America • Clinical labor misallocation / under-supply • Movement from FFS to value-based reimbursement (cost, quality and satisfaction) • Increasing awareness, consumerism and activism amongst healthcare users and payors • Rising connectivity and coordination requirements amongst healthcare ecosystem	• Increased focus on accreditation and certification • Manufacturing to service economy • Workforce development/skills gap • Escalating costs of higher education • Student debt	• Historically low interest rates persist • Continued, albeit shifting, regulatory pressures • Non-bank financial sector facing great stress • Significant technology disruptions and changing consumer demands - transparency, technology innovation and impact • AI and machine learning disrupting human capital • Adjacent industries (HC/ED) are beginning to leverage FS and its principles to bring efficiencies to outdated systems
SUB-SECTORS OF INTEREST	• Behavioral Health • Commercialization Services • Compounding • Dental Services • End of Life Care • Home & Community Based Services • Musculoskeletal • Non-Emergent Medical Transportation • Staffing	• U.S. Post-Secondary • U.S. K-12 • Early Education/Childhood • Licensing and Accreditation • Corporate Training • Outsourced Services • Staffing	• Small Business Lending • Governance, Risk and Compliance • Insurance Services • Lending Services • Healthcare-Related Financial Services • Asset and Wealth Management • Mortgage Services

Note: Certain statements reflect the subjective views and opinions of Vistria and its personnel. Such statements cannot be independently verified and are subject to change.
(1) CMS (2019). % of GDP reflects 2019. Forecasted growth rate reflects 2019-2028 projections per CMS.
(2) BMO Capital Markets – Education Industry Overview (October 2020).
(3) Bureau of Economic Analysis (September 2020). Represents GDP value add.

VISTRIA

Team Built Specifically to Execute Strategy

Large (36 person, 11 partners) and dedicated investment team organized by target sectors

Vistria is over 50% minority/female owned

Currently, 50% of entire team is comprised of females and/or minorities

Investment Team

KIP KIRKPATRICK
Senior Partner, Co-Chairman & Co-CEO

MARTIN NESBITT
Senior Partner, Co-Chairman & Co-CEO

Healthcare

DAVID SCHUPPAN
Senior Partner

AMY CHRISTENSEN
Partner

JON MASCHMEYER
Partner

MATTHEW SCHULZ
Principal

NATASHA LATIF
Vice President

ASHLEY EDWARDS
Vice President

MICHAEL SCHMIDT
Associate

ROBERT SCHILL
Associate

LAURA TANG
Associate

Education

PHILIP ALPHONSE
Senior Partner

ADNAN NISAR
Partner

MARCELUS DECOULODE
Principal

ANDREA POLDOIAN
Vice President

VIKRAM CHAUHAN
Senior Associate

GARRISON JONES
Associate

PETERSON IANAKIEV
Associate

Financial Services

MICHAEL CASTLEFORTE
Partner

NICHOLAS POTTER
Vice President

MAX LEVINE
Associate

Portfolio Resources Group

TORY RAMAKER
Head of Portfolio Resources Group

MICHAEL SONG
Vice President

NITHIN KUCHIBHOTLA
Vice President

GERHARD BETTE
Senior Advisor

Policy & Impact

JON SAMUELS
Partner, Impact & Policy

MACKENZIE TURNER
Director of Impact & Policy

MONA SUTPHEN
Senior Advisor

Operations & Administration

ROBERT PARKINSON III
Partner, Investor Relations

BILL MACATEE
Strategic Relationships

THOMAS DUFFY
Partner, CFO

STEPHANIE SOLOMON
Director of Finance

NICOLE CHOI
Director of Tax & Compliance

MARY DASILVA
Chief Talent Officer

SARAH BERNARDI
Head of Office Services & Events

LEO STYSLINGER
Co-CEO Analyst

VISTRIA

Experienced Operating Partners & Senior Advisors

Note: Operating Partners and Senior Advisors are independent contractors and not considered employees of the Vistria Group, LP

Healthcare

RON MALONE
Gentiva Health (former Chairman and CEO)

GREG PALMER
RemedyTemp (former CEO)

STEVE SHULMAN
Magellan Health Services (former Chairman and CEO)

RALPH DAVIS
Waller Lansden Dortch & Davis (former Partner and Managing Partner)

BILL DEMPSEY
Abbott Laboratories (former EVP)

KEN GOULET
Anthem (EVP)

CHERILYN DEARY
Great Lakes Caring (Founder)

TOM MAXWELL
Homecare Homebase (former CSO, COO)

JOHN LANDGRAF
Abbott (former EVP)

HEATHER MASON
SCA Pharma (Chairperson)

SCOTT LUCE
Baxter U.S. Hospital Products (former President & GM)

APRIL ANTHONY
Encompass Home Health (Founder, CEO)

JIM ADAMS
REACH Air Medical Services (former CEO)

DENNIS CASEY
Anthem Blue Cross Blue Shield (former VP)

PATRICK CONWAY
Care Solutions (CEO)

BRANDON CADY
AIM Specialty Health (President & CEO)

JON BLUM
Centers for Medicare and Medicaid Services (former Principal Deputy Administrator)

Education

HENRY BIENEN
Northwestern University (former President)

ARNE DUNCAN
Department of Education (former U.S. Secretary of Education)

MIKE LAVELLE
Flinn Scientific (CEO)

NICK DIRKS
University of California, Berkeley (former Chancellor)

GREG CAPPELLI
Apollo Education Group (CEO & Director)

TOM LUBIN
NextWave Media Group (former President & CEO)

RICHARD GOLDMAN
Nova Southeastern University (former Dean)

TOM MCNAMARA
Career Education Corporation (former Group President)

MICHAEL YUDIN
U.S. Department of Education (former Assistant Secretary roles)

HANNAH SKANDERA
New Mexico Public Education Department (former Secretary of Education)

KEVIN GUTHRIE
JSTOR (Co-Founder, President & Chairman)

STEVE HODOWNES
Orbis Education (former CEO)

JOERI WEYENBERG
HigherEducation (former President, SAS Division)

GEORGE BURNETT
Northcentral University (former President)

JOHN NESTER
Royall & Co (former President & CEO)

Financial Services

BOBBY MEHTA
TransUnion (former CEO & President)

MICHAEL MARCUS
Boston Consulting Group (Senior Advisor, retired Partner)

NORMAN BOBINS
The PrivateBank and Trust Company (former Chairman)

COLIN DYER
Jones Lang LaSalle (former President & CEO)

JOHN GARABEDIAN
Boston Consulting Group (Senior Advisor, retired Partner)

JULIE HOWARD
Navigant (former Chairman & CEO)

DMITRI STOCKTON
GE Asset Management (former Chairman, CEO & President)

BILL OSBORN
Northern Trust (former Chairman & CEO)

JOHN BRENNAN
Central Intelligence Agency (former Director)

NEAL WOLIN
U.S. Treasury (former Deputy Secretary)

Policy

KATHLEEN SEBELIUS
(*Healthcare*) Department of Health and Human Services (former U.S. Secretary of Health and Human Services)

PHIL HANDY
(*Education*) Florida State Board of Education (former Chairman)

PETER ROUSE
(*All*) Obama Administration (Chief of Staff)

LEANA WEN, M.D.
(*Healthcare*) Baltimore City Healthy Dept. (former Commissioner)

SPEAKER (RET.) JOE STRAUS
(*All*) Texas House of Representatives (former Speaker of the House)

HON. DAN BRANCH
(*Education*) Texas House of Representatives (former Member)

MAURA O'NEILL
(*Education & Financial Services*)
U.S. Agency for International Development (former Chief Innovation Officer)

KIM WALLACE
(*Financial Services*) U.S. Treasury (former Asst. Secretary for Legislative Affairs)

JOHN FINLEY
(*Healthcare*) Aetna (CCO for Government Programs)

VISTRIA

Vistria takes a systematic approach to identifying and closing on investment opportunities, and seeks to help to drive value creation

Systematic Targeting, Investing and Portfolio Company Support Activities

THEME DEVELOPMENT

- Proactively research sub-sectors in targeted industry verticals and identify compelling investment themes
- Engage with our Operating Partners and Senior Advisors to validate investment themes and determine how Vistria is uniquely positioned to add value
- Cultivate relationships and source deals based on these compelling themes

DEAL SOURCING & EXECUTION

- Further leverage Operating Partner and Senior Advisor network to source deals, provide insight during due diligence, and position for Board roles post-close
- Evaluate business fundamentals, upside, and risks based on market understanding, operational experience and regulatory expertise

VALUE CREATION

- Engage with Management pre- and post-close to develop Value Creation Plan and establish Program Management Office
- Support management team in pursuing strategic and tactical opportunities during the investment period

VISTRIA

VISTRIA PRG
PORTFOLIO RESOURCES GROUP

Portfolio Resources Group Mission & Areas of Focus

ACCELERATE GROWTH · COMPRESS TIME · INCREASE IMPACT
TURN TWO INTO ONE

SUPPORT MANAGEMENT TEAMS, DEAL TEAMS, AND OPERATING PARTNERS
IN MAXIMIZING VALUE CREATION ACROSS THE PORTFOLIO

Help develop Value Creation Plans during due diligence

- Work with Management, Deal Teams, and Operating Partners to develop VCPs pre-close
- Support establishment and functions of Program Management Offices to monitor VCP implementation

Track performance and support portfolio company key initiatives

- Work with Portfolio Company Review Committee and Deal Teams to monitor performance and identify companies requiring support
- Partner with Management on key initiatives that will help company meet or exceed performance expectations

Share cross-portfolio knowledge and drive continuous improvement

- Identify, evaluate and disseminate key insights and best practices that can be applied portfolio-wide
- Lead or support continuous improvement initiatives within Vistria

Help manage third-parties and coordinate Operating Partner engagement with VCPs and key initiatives

VISTRIA

The Combination of Our Strategy, Team, and Approach Enables Vistria to Add Value in Five Key Areas

STRATEGIC ALIGNMENT

- Ensuring clarity of vision, common financial expectations, and aligned incentives
- Collaboratively determining long-term strategy, identifying growth opportunities, setting cultural aspirations, targeting operational changes and upgrades, and developing executable action plan

POLICY INSIGHTS AND IMPACT

- Leveraging policy and regulatory knowledge, experience, and relationships to advise companies on how to navigate and take advantage of complex and changing landscapes
- Partnering with Management to seek to build industry-leading Impact programs that ensure quality, outcomes, and other objectives are achieved, and greater social and financial value created

STRATEGIC RELATIONSHIPS

- Facilitating partnerships that will aim to drive transformational growth
- Bringing Fortune 100 relationships to middle-market companies
- “Connecting the dots” and making door opening introductions to strategic customers and partners

HUMAN CAPITAL OPTIMIZATION

- Ensuring “A Players” are in key roles, through rigorous assessment of management team and recruiting/onboarding to fill gaps
- Tapping networks and engaging industry “heavyweights” to Board and Advisory roles
- Developing culture as a competitive advantage

OPERATIONAL AND TECHNOLOGY FOUNDATION

- Bringing PRG and Operating Partner expertise to bear across all of the business
- Upgrading commercial and operational capabilities leveraging “best of breed” experts
- Helping measure performance and outcomes to differentiate in eyes of customers and partners
- Supporting companies in digitally transforming, e.g., by ensuring the appropriate technology stack is implemented and that data and analytics are effectively used to generate insights that drive growth and efficiency

Note: Certain statements reflect the subjective views and opinions of Vistria and its personnel. Such statements cannot be independently verified and are subject to change.

VISTRIA

Vistria considers Impact during every stage of the investment lifecycle

Management and measurement of company conduct ("ESG") practices and the impact of its products and services

THEME DEVELOPMENT

Vistria identifies investment themes that present long-term Impact value and growth opportunities. Our thesis is that the best opportunities for growth are inherent in industries that offer solutions to public sector challenges.

DUE DILIGENCE

Vistria works to understand company posture and performance on ESG and Impact pre-close. Where deficiencies may exist and management is committed to improvement, Vistria sees opportunities to drive more value. Where resistance to Impact tracking exists, that information informs our investment committee. In addition, our investment committee requires diversity amongst the board of each new investment and where a diverse board does not exist pre-close, a plan must be presented to achieve board diversity within six months of close.

STRATEGIC ACTION

Vistria integrates enhanced impact management practices and a disciplined focus on quality and outcomes into our value creation plan. We partner closely with management teams to define and track the Impact metrics, including workforce and supplier DE&I metrics, most aligned with each company's core offerings and identify opportunities to drive Impact for stakeholders in line with the financial growth of the business. Specifically, with regard to driving impact on the DE&I front, we direct management teams to refine or develop DE&I plans to lay out measurable objectives around management and employee diversity, supplier diversity and inclusiveness of culture. On top of that, DE&I plan reporting is incorporated into annual Vistria Board meeting agendas. Vistria reports annually to investors on the Impact of its portfolio.

EXIT

Vistria considers the Impact created during our investment period and the importance of sustaining Impact beyond our ownership.

VISTRIA

Vistria Portfolio Valuation at December 31, 2020

Vistria Performance PROJECTED, ESTIMATED AND UNAUDITED As of December 31, 2020												
Fund	Vintage	Fund Size	Fund Invested	Realized Proceeds	Unrealized Value	Total Value	Gross DPI	Gross MOIC	Gross IRR	Net DPI	Net MOIC	Net IRR
Vistria Fund, LP	2014	$400,000,000	$356,139,619	$540,349,550	$422,053,655	$962,403,205	1.52x	2.70x	31.24%	1.26x	2.10x	23.72%
Vistria Fund II, LP	2017	$872,000,000	$775,862,863	$292,315,689	$1,119,488,543	$1,411,804,232	0.38x	1.82x	36.83%	0.38x	1.53x	25.91%
Vistria Fund III, LP	2019	$1,100,000,000	$371,493,664	$0	$371,493,664	$371,493,664	0.00x	1.00x	0.00%	n/m	n/m	n/m

Notes

Past performance is not indicative of future results. Please see "Notes to Performance Information" for important additional information.
Amounts shown above do not incorporate fees and expenses, except for Net DPI, Net MOIC and Net IRR.
Vistria Fund III, LP: Does not include pending investments as of 12/31/2020.

Note: Estimates are inherently uncertain and subject to change.

VISTRIA

EXITED BUSINESS

ST. CROIX HOSPICE

Provider of hospice services in the Upper Midwest, focused on delivering high-quality services to those affected with a life-limiting illness, spanning 37 locations across six states. St. Croix Hospice has grown to become the largest hospice provider in Minnesota and the fourth largest hospice provider in Iowa.

INVESTMENT DATE
September 29, 2017

TOTAL VALUE
$314.7 million

EXIT DATE
October 30, 2020

% OWNERSHIP
77.3%

SECTOR
Healthcare

TRANSACTION TYPE
Buyout

CAPITAL INVESTED
$69.0 million

CAPITAL RETURNED[1]
$306.9 million

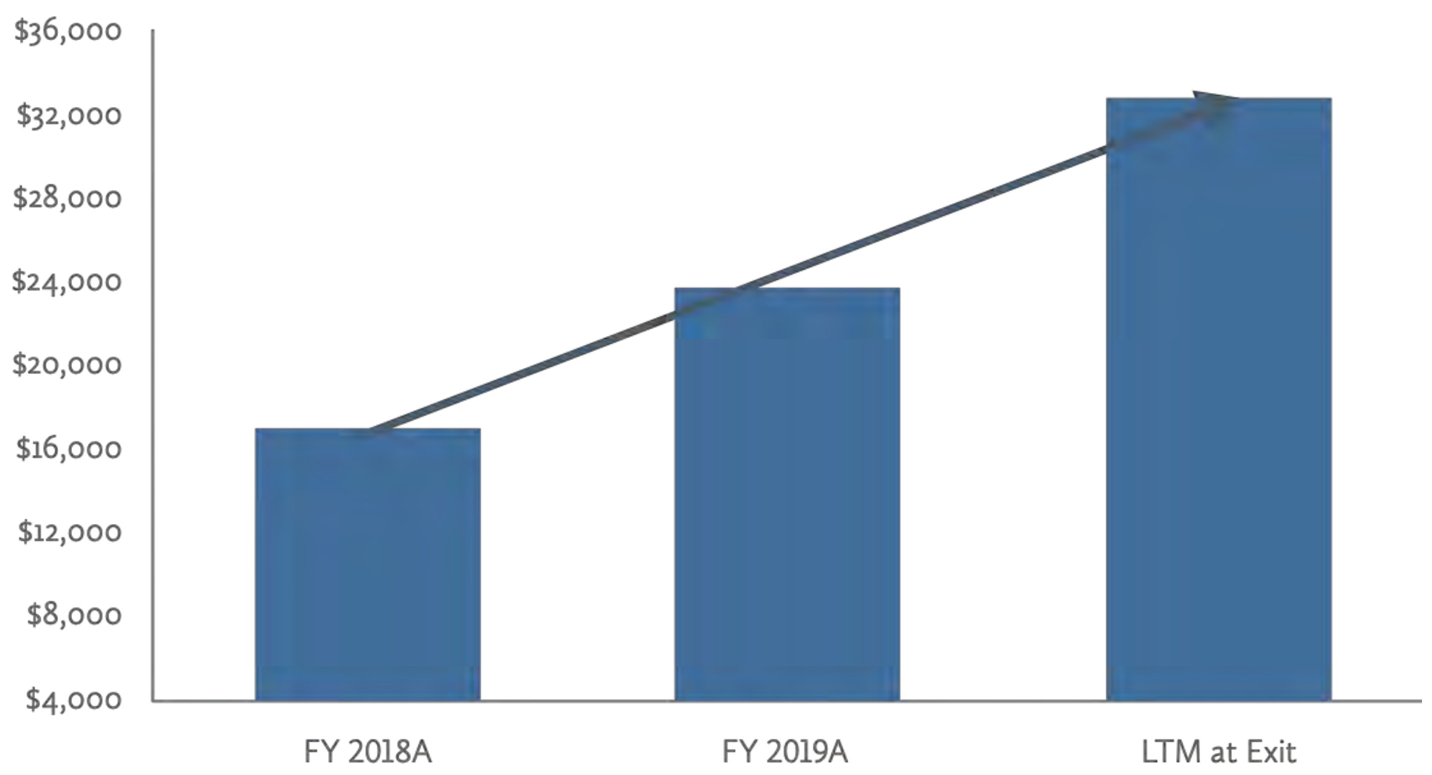
REALIZED GROSS MOIC[1]
4.45 x

REALIZED GROSS IRR[1]
62.0%

VISTRIA TEAM PARTICIPANTS
David Schuppan, Amy Christensen, Matt Schulz, Laura Tang

KEY BOARD MEMBERS AND ADVISORS
Ron Malone (Chairman), Cheri Lyn Deary, Tom Maxwell, Heath Bartness, Ralph Davis, Kathleen Sebelius (Senior Advisor)

Historical & Projected EBITDA[2] *($ in thousands)*



Note: Figures are as of November 30, 2020, unless otherwise noted, and are estimated and unaudited
(1) Capital Returned, Realized Gross MOIC and Realized Gross IRR represent metrics at closing and received escrow (excludes impact of outstanding escrow).
(2) 2019 EBITDA is pro forma for acquisition of Hometown Hospice (Aug-19). 2020 EBITDA is pro forma for acquisition of Serenity Hospice (Feb-20).

STRATEGIC ALIGNMENT

- Completed value creation planning process that emphasized enhanced organic growth and operational effectiveness as well as amplified and accelerated de novo and M&A growth
- Significant management rollover and operating partner co-investment reinforced with meaningful performance based-equity incentives

HUMAN CAPITAL OPTIMIZATION

- Built Board of Directors with leading home care and hospice executives (Cheri Lyn Deary and Ron Malone) as well as functional experts in technology and compliance (Tom Maxwell and Ralph Davis, respectively) to bolster value creation efforts
- Refined organizational structure and built out team, including the recruitment and enhancement of COO, CFO, CDO, and CSO functions as well as several mid level positions / personnel

OPERATIONAL AND TECH FOUNDATION

- Worked with the company to redesign and enhance sales, clinical, operations, business and compliance capabilities and capacity as well as bolster utilization and effectiveness of business intelligence and enterprise technologies, respectively, to drive growth, labor efficiency, clinical outcomes and compliance
- Developed systematized de novo and M&A program to drive new location growth

STRATEGIC RELATIONSHIPS

- Facilitated introductions to proprietary M&A opportunities
- Facilitated conversations with managed care plans building network wrt inaugural hospice benefit and expansion of palliative care opportunities
- Significant management rollover and operating partner co-investment reinforced with meaningful performance based-equity incentives

POLICY INSIGHTS AND IMPACT

- Anticipated and prepared the Company for changes in relevant reimbursement and regulatory matters
- Added former HHS Secretary Kathleen Sebelius as Senior Advisor to the Company, closely supporting policy guidance and strategy

TEAM BIOGRAPHIES

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KIP KIRKPATRICK

Senior Partner, Co-Chairman & Co-CEO

- Former CEO of United Shore Financial Services, LLC (1,200 employees in 2012)
- Founding Partner, Water Street Healthcare Partners
- Founding Partner, One Equity Partners, the private equity arm of JP Morgan
- Board of Trustees, Northwestern University
- Board of Directors of Rush Hospital
- Member, Global Advisory Board, Northwestern University – Kellogg
- B.A., Northwestern University
- MBA, Northwestern University

MARTIN NESBITT

Senior Partner, Co-Chairman & Co-CEO

- Former CEO of The Parking Spot (2,000 employees in 2012)
- Chairman of the Barack Obama Foundation
- Board of Directors, American Airlines
- Board of Directors, Centerpoint Energy
- Board of Directors, Norfolk Southern Corporation
- Board of Directors, Noble Network of Schools
- Board of Directors of Rush Hospital
- B.A., Albion College
- MBA, University of Chicago

Healthcare

PARTNERS

DAVID SCHUPPAN
Senior Partner

- Founding Partner at Cressey & Company
- Vice President, Thoma Cressey Equity Partners
- Bear, Stearns & Co.
- MBA, University of Pennsylvania
- B.S., Indiana University

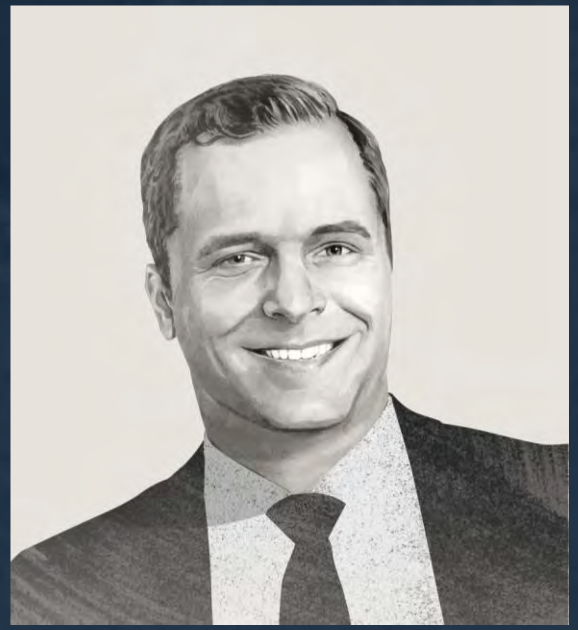
AMY CHRISTENSEN
Partner

- Senior Associate, NewSpring Capital
- Associate, Calder Capital
- Consultant, Huron Consulting
- B.A., Northwestern University
- MBA, University of Chicago

JON MASCHMEYER
Partner

- Partner, Chicago Pacific Founders
- Pritzker Group
- Associate, RoundTable Healthcare Partners
- Merrill Lynch
- Greenhill
- B.A., Indiana University
- MBA, University of Chicago

TEAM

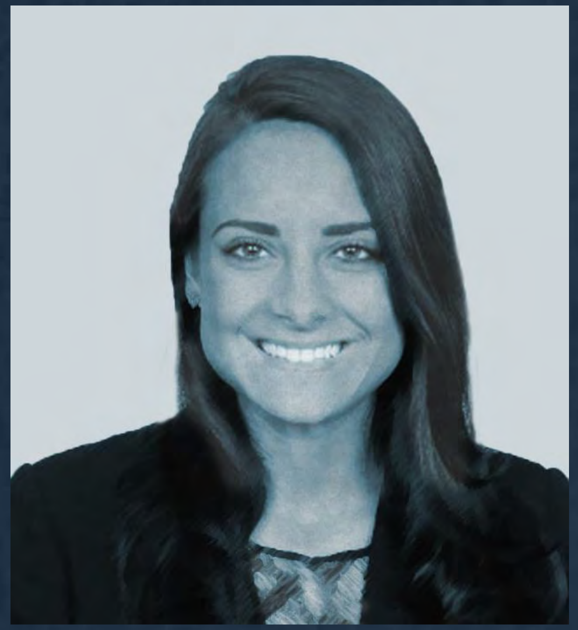


MATTHEW SCHULZ
Principal

- Associate, Altaris Capital Partners
- Analyst, Leerink Partners
- B.S., Carnegie Mellon University
- MBA, University of Pennsylvania

NATASHA LATIF
Vice President

- Senior Associate, Welsh, Carson, Anderson & Stowe
- Associate, Brookstone Partners
- B.A., University of Chicago
- MBA, University of Pennsylvania

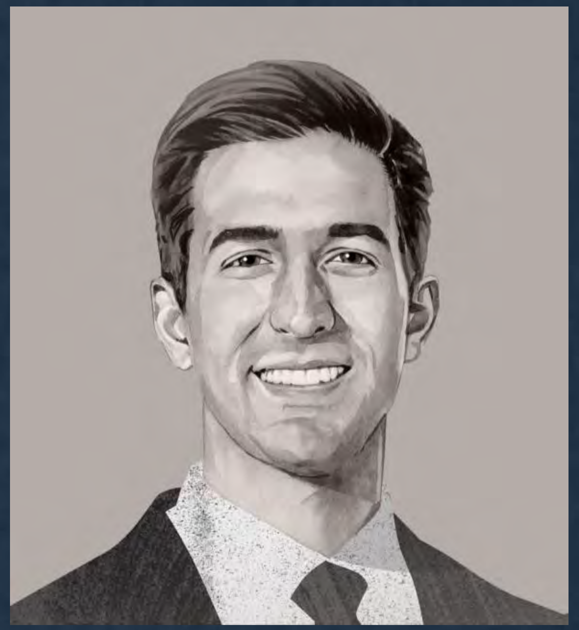


ASHLEY EDWARDS
Vice President

- Vice President, One Equity Partners
- Associate, Victory Park Capital
- Analyst, J.P. Morgan
- B.A., University of Chicago
- MBA, University of Chicago

MICHAEL SCHMIDT
Associate

- Analyst, MTS Health Partners
- B.B.A., University of Notre Dame



ROBERT SCHILL
Associate

- Analyst, Lincoln International
- B.S., Miami University

LAURA TANG
Associate

- Analyst, William Blair
- B.A., University of Chicago

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Education

PARTNERS

PHILIP ALPHONSE

Senior Partner

- Principal at Sterling Partners, focused on Education
- Morgan Stanley
- Thomas Weisel
- B.A., Harvard College
- MBA, Stanford Graduate School of Business

ADNAN NISAR

Partner

- Senior Associate, Mubadala Development Company
- Associate, M3 Capital Partners
- B.A., Washington University in St. Louis
- MBA, University of Chicago

TEAM

MARCELUS DECOULODE

Principal

- Consultant, Deloitte Consulting
- B.S., University of California (Berkeley)
- MBA, University of Chicago

ANDREA POLDOIAN

Vice President

- Vice President, Winona Capital
- Associate, Kinsale Capital Partners
- Analyst, Harris Williams
- Analyst, Stonebridge Associates
- B.S., Tulane University
- MBA, University of Chicago

VIKRAM CHAUHAN

Senior Associate

- Analyst, Goldman Sachs
- B.S., Indiana University

GARRISON JONES

Associate

- Associate, William Blair
- Associate, Accenture Strategy
- B.A., University of Chicago

PETERSON IANAKIEV

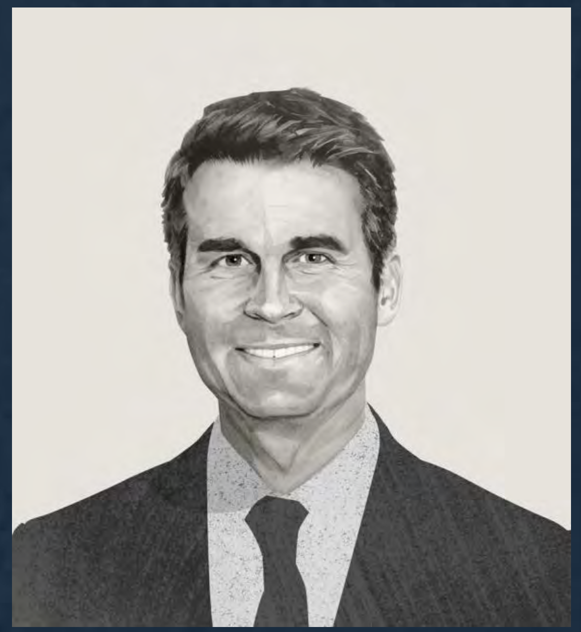
Associate

- Analyst, Barclays
- B.B.A., University of Michigan

VISTRIA

Financial Services

PARTNERS

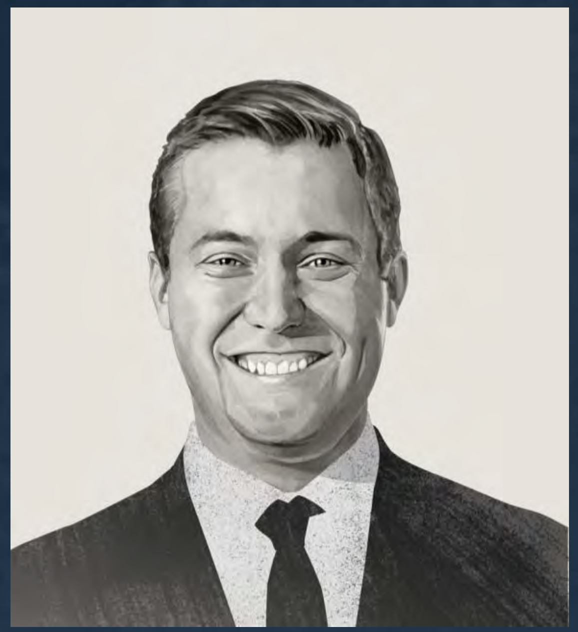


MICHAEL CASTLEFORTE

Partner

- General Counsel and Head of Business Development at United Shore Financial Services, LLC
- Partner at Kirkpatrick & Company, LLC
- Corporate attorney at Winston & Strawn LLP
- A.B., Duke University
- J.D., Columbia University

TEAM



NICHOLAS POTTER

Vice President

- Associate, Flexpoint Ford, LLC
- Analyst, Raymond James & Associates
- B.B.A., University of Michigan
- MBA, University of Chicago

MAX LEVINE

Associate

- Analyst, Goldman Sachs
- B.A., Northwestern University

VISTRIA

Portfolio Resources Group

VISTRIA PRG
PORTFOLIO RESOURCES GROUP

TEAM

TORY RAMAKER

Head of Portfolio Resources Group

- Senior Managing Director, Head of Healthcare Practice, Blue Ridge Partners
- Head of Corporate Business Development, Baxter International
- Engagement Manager, McKinsey & Company
- B.A., University of Illinois
- MBA, Harvard Business School

NITHIN KUCHIBHOTLA

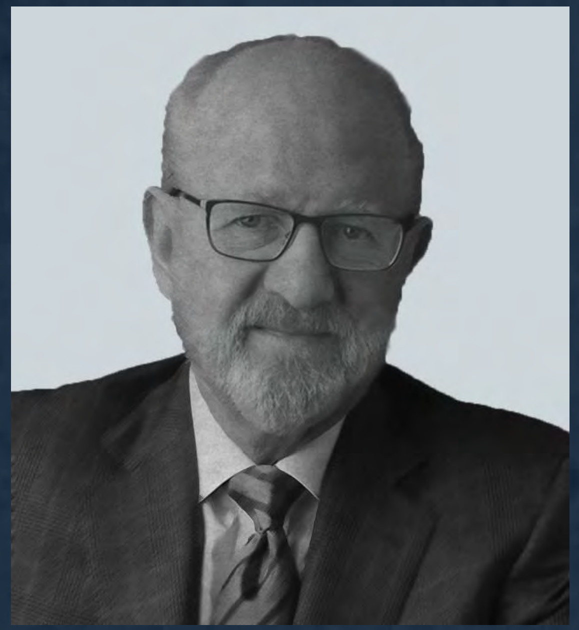
Vice President

- Project Leader, Boston Consulting Group
- Business Analyst, The Carlyle Group
- Consultant, Deloitte
- B.S., Virginia Tech
- MBA, University of Chicago

MICHAEL SONG

Vice President

- Engagement Manager, McKinsey & Company
- Manager, Corporate Strategy, Davita Healthcare Partners
- B.A., Princeton University
- MBA, Northwestern University



GERHARD BETTE

Senior Advisor

- Director Emeritus and Senior Partner Emeritus, McKinsey & Company
- B.S., University of Dortmund, Germany
- Doctorate in Mathematics, University of Duisburg, Germany
- MBA, Harvard Business School

Policy & Impact

PARTNERS

JON SAMUELS

Partner, Impact & Policy

- Deputy Assistant to the President, the White House
- Special Assistant to the President, the White House
- Personnel Advisor, Presidential Transition Team
- Senior management, communications, policy roles for the US Congress
- B.A., Michigan State University

TEAM

MACKENZIE TURNER

Director of Impact & Policy

- B.S., Northwestern University

MONA SUTPHEN

Senior Advisor

- Deputy Chief of Staff, the White House
- Partner, Macro Advisory Partners
- Managing Director, UBS
- U.S. Foreign Service Officer, the White House
- National Security Council, the White House
- B.S., Mount Holyoke College

VISTRIA

Operations & Administration

TEAM

ROBERT PARKINSON III

Partner, Investor Relations

- Associate Partner, Private Equity, Hewitt EnnisKnupp, Inc., an Aon Company
- WestLB Mellon Asset Management (USA), LLC private equity fund of funds
- B.A., Marquette University
- MBA, Loyola University (Chicago)

STEPHANIE SOLOMON

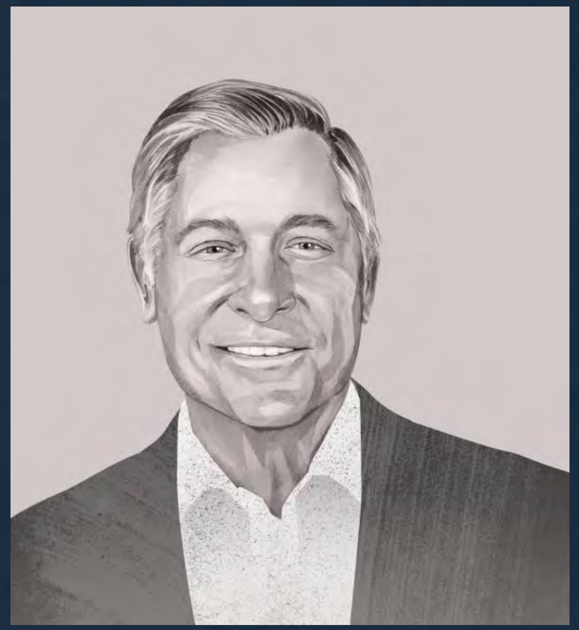
Director of Finance

- Fund Accountant, Madison Dearborn Partners
- B.S., DePaul University
- Certified Public Accountant

MARY DASILVA

Chief Talent Officer

- Head of Human Resources, Madison Dearborn Partners
- Secretary, The Private Equity HR Roundtable
- B.S., DePaul University
- JD, Loyola University



BILL MACATEE

Strategic Relationships

- Lead Director, Academic Partnerships
- Advisory Director, Nomura Securities
- Senior Advisor, CapRidge Partners
- CBS
- B.S., Lamar University

NICOLE CHOI

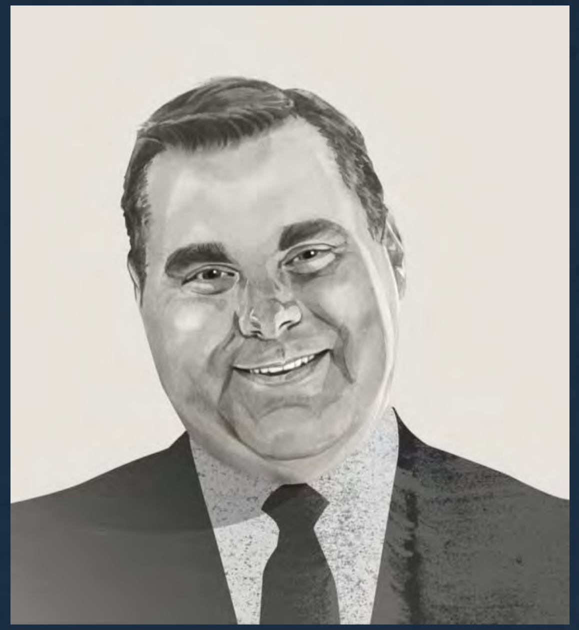
Director of Tax & Compliance

- Senior Manager, EY
- B.S., University of Illinois at Urbana-Champaign

LEO STYSLINGER

Co-CEO Analyst

- B.B.A., University of Notre Dame



THOMAS DUFFY

Partner, CFO

- Director at Duff & Phelps Corporation
- Fund Controller at Madison Dearborn Partners
- Deloitte & Touche
- B.A., DePaul University

SARAH BERNARDI

Head of Office Services & Events

- Director of Client Communications, Security Financial Management
- B.S., Auburn University

NOT FOR GENERAL SOLICITATION AND INTENDED FOR STATE OF CONNECTICUT OFFICE OF THE TREASURER CONSIDERATION ONLY

APPENDIX

VISTRIA

EXITED BUSINESS

PENN FOSTER

Country's oldest and largest online provider of high school diplomas, vocational certificate programs, and select vocational Associate degree programs. Sponsors low-cost, accredited programs that are paid for either fully by the consumer or are subsidized (partially or fully) by employers and other third parties. None of the programs are reliant upon Title IV Federal student aid.

INVESTMENT DATE
November 24, 2014

TOTAL VALUE
$74.2 million

EXIT DATE
April 30, 2018

% OWNERSHIP
51.1%

SECTOR
Education

TRANSACTION TYPE
Buyout

CAPITAL INVESTED
$25.6 million

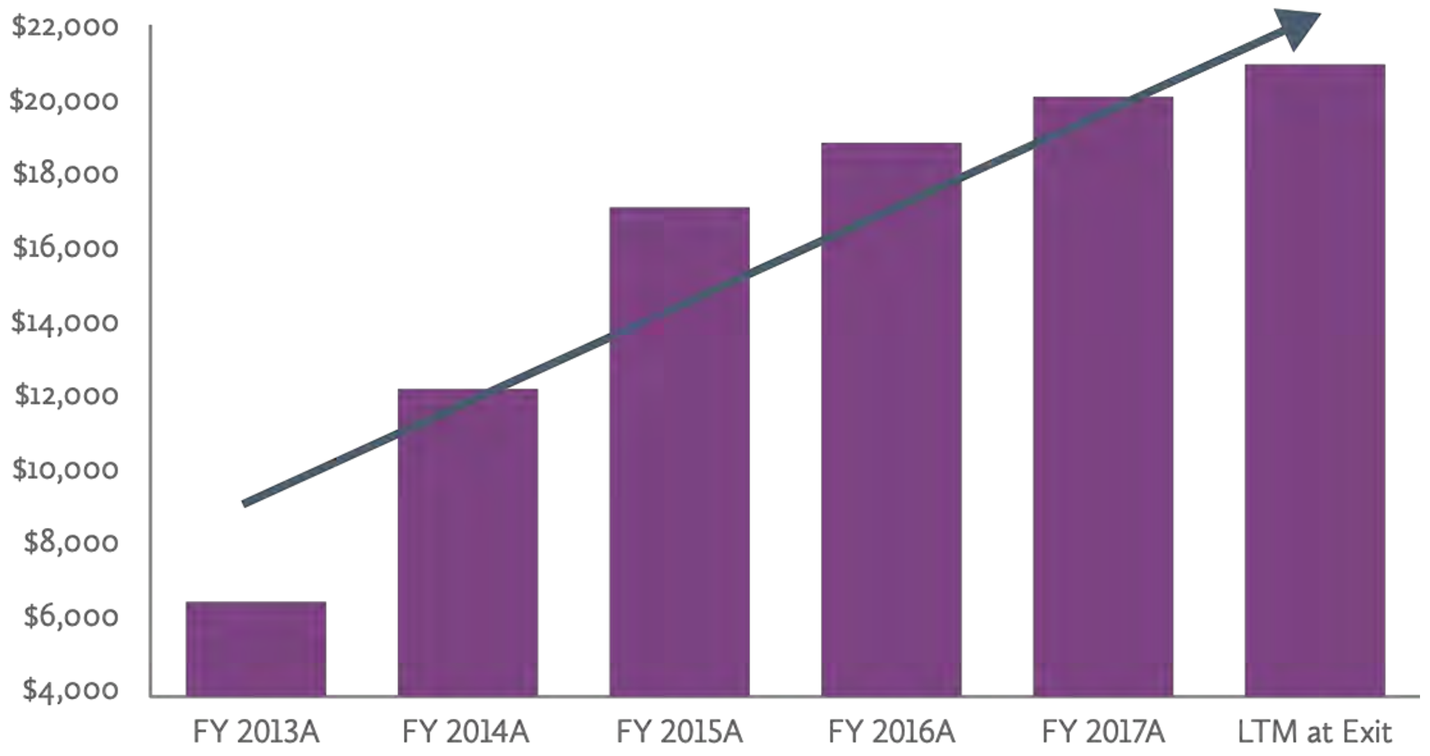
CAPITAL RETURNED
$74.2 million

REALIZED GROSS MOIC	REALIZED GROSS IRR
2.89 x	45.5%

VISTRIA TEAM PARTICIPANTS
Phil Alphonse, Adnan Nisar, Marcelus DeCoulode, Vikram Chauhan

KEY BOARD MEMBERS AND ADVISORS
Bob Parkinson (Chairman), Michael Miles, Seth Harris, George Burnett

Historical & Projected EBITDA[1] *($ in thousands)*



1. Adjustments for (i) acquisition of Unow; (ii) one-time non-cash fee revenue recognition; and (iii) PwC QoE adjustments

STRATEGIC ALIGNMENT

- Completed strategic planning process for value creation by refining priorities as legacy parent company and capital structure adversely affected growth and profitability
- Management team significantly invested and Vistria created additional equity incentive plan
- Mission orientation of Vistria resonated with company core mission to address underserved students by focusing on employability/college prep outcomes

HUMAN CAPITAL OPTIMIZATION

- Supplemented board of directors, named Bob Parkinson as Board Chairman, added Michael Miles and Seth Harris
- Recruited several new senior management members to grow B2B business, transform technology strategy, and improve regulatory compliance

OPERATIONAL AND TECH FOUNDATION

- Completely transformed and modernized student experience with acquisition of UniversityNow's LMS/CMS
- Crafted comprehensive, cross-functional outcomes improvement program overseen by Chief Outcomes Officer
- Diversified revenue base through new B2B partnerships creating sponsorship and externship opportunities with premier institutions

STRATEGIC RELATIONSHIPS

- Leveraged Vistria's relationships to upgrade technology infrastructure through acquisition
- Utilized Vistria's network to build partnerships with Higher Education entities, corporations and industry associations, K-12 school districts, and philanthropic organizations
- Signed agreements with TrueBlue (Amazon), Church's Chicken, and EmployBridge

POLICY INSIGHTS AND IMPACT

- Vistria's deep domain and policy expertise was key to being the preferred buyer of shareholders and management team
- Given significant current supply/demand imbalance in the labor market and a growing population of individuals without a high-school diploma, Vistria expects that there will be increasing public policy and economic emphasis on completion of high school / skill relevant credentials through non-traditional methods

NOTICE TO RECIPIENTS

This presentation (this "Presentation") is furnished on to a limited number of sophisticated prospective investors for the purpose of providing certain information in relation to a potential opportunity to subscribe for interests (the "Interests") in Vistria Fund IV, LP (the "Fund").

No interests in the Fund are offered hereby. Any offer to sell or solicitation of an offer to buy Interests will be made solely through definitive offering documents, identified as such, in respect of the Fund. Such definitive offering materials will supersede this Presentation in its entirety.

This Presentation and the information contained herein are for the use solely of the person to whom this Presentation is addressed. If a prospective investor is not interested in subscribing for Interests, this Presentation should be returned promptly to The Vistria Group, LP (together with its affiliates, "Vistria"), the investment advisor and sponsor of the Fund. The Interests have not been recommended, approved or disapproved by the U.S. Securities and Exchange Commission (the "SEC") or by the securities regulatory authority of any state or of any other U.S. or non-U.S. jurisdiction, nor has the SEC or any such securities regulatory authority passed upon the accuracy or adequacy of this document. Any representation to the contrary is unlawful. The Interests have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), the securities laws of any state of the United States or the securities laws of any other jurisdiction, nor is such registration contemplated. The Interests will be offered and sold under the exemption provided by Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder and other exemptions of similar import in the laws of the states and jurisdictions where the offering will be made.

Prior to making any investment decision in respect of the Fund, each investor must undertake its own independent examination and investigation of the Fund, including the merits and risks involved in an investment in the Interests, and must base its investment decision – including a determination whether Interests would be a suitable investment for the investor – on such examination and investigation and must not rely on Vistria in making such investment decision. Prospective investors must not construe the contents of this Presentation as legal, tax, investment, or other advice. Each prospective investor is urged to consult with its own advisors with respect to legal, tax, regulatory, financial, accounting and ERISA consequences of investing in the Fund, the suitability of the investment for such investor and other relevant matters concerning an investment in the Fund. This Presentation contains an overview summary of the terms of the Fund. The summary set forth in this Presentation does not purport to be complete, and is qualified in its entirety by reference to the amended and restated limited partnership agreement of the Fund, as amended from time to time.

This Presentation is to be used by the prospective investor to which it is furnished solely in connection with the consideration of an investment in the Fund. The information contained herein may not be reproduced, distributed or used in whole or in part for any other purpose, nor may it be disclosed without the prior written consent of Vistria. Each investor accepting this presentation hereby agrees to return it promptly upon request. The foregoing will not limit the disclosure of the tax treatment or tax structure of the Fund (or any transactions undertaken by the Fund). As used in this paragraph, the term "tax treatment" refers to the purported or claimed U.S. federal income tax treatment and the term "tax structure" refers to any fact that may be relevant to understanding the purported or claimed U.S. federal income tax treatment, provided that, for the avoidance of doubt, (i) except to the extent otherwise established in published guidance by the U.S. Internal Revenue Service, tax treatment and tax structure will not include the name of or contact information for, or any other similar identifying information regarding the Fund or any of its investments (including the names of any employees or affiliates thereof) and (ii) nothing in this paragraph will limit the ability of a prospective investor to make any disclosure to such prospective investor's tax advisors or to the U.S. Internal Revenue Service or any other taxing authority.

No person has been authorized in connection herewith to give any information or make any representations other than as contained in this Presentation, as supplemented, modified and amended from time to time, and any representation or information not contained herein may not be relied upon as having been authorized by Vistria, any of its directors, officers, employees, partners, shareholders or affiliates.

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Certain information contained herein has been obtained from published and non-published sources prepared by other parties, which in certain cases have not been updated through the date hereof. While such information is believed to be reliable for the purpose used herein, none of Vistria, any of its officers, employees, partners, shareholders or affiliates assume any responsibility for the accuracy of such information, and such information has not been independently verified by Vistria. Except where otherwise indicated herein, the information provided in this Presentation is based on matters as they exist as of the date of preparation and not as of any future date, and will not be updated or otherwise revised to reflect information that subsequently becomes available, or circumstances existing or changes occurring after the date hereof. The delivery of this Presentation does not imply that any other information contained herein is correct as of any time subsequent to the date of this Presentation.

Past performance is not necessarily indicative of future results, and there can be no assurance that any projections or estimates of future performance will be realized. Internal rates of return ("IRRs"), when presented on a "gross" basis, do not reflect any advisory fees, funding fees, "carried interest," taxes, transaction costs and other expenses to be borne by certain and/or all investors, which will reduce returns to investors in the Fund and, in the aggregate, are expected to be substantial. "Gross IRR" means an aggregate, compound, annual, gross internal rate of return on investments. Prospective investors upon request may obtain an illustration of the effect of such fees, expenses and other charges on such returns. In considering the performance information contained herein, prospective investors should bear in mind that past, forecasted or targeted performance is not necessarily indicative of future results, and there can be no assurance that comparable results or any targeted returns will be met. Differences between past performance and actual results may be material and adverse, including the possibility of losses to investors.

Forward-Looking Statements

Certain information contained in this Presentation constitutes "forward-looking statements," which can be identified by the use of forward-looking terminology such as "may," "will," "should," "expect," "anticipate," "project," "estimate," "forecast," "intend," "continue," "target," or "believe" or the negatives thereof or other variations thereon or comparable terminology. Due to various risks and uncertainties, actual events or results or the actual performance may differ materially from those reflected or contemplated in such forward-looking statements. Certain statements included in this Presentation cannot be independently verified as they are illustrative and based on Vistria's opinion. Prospective investors should pay close attention to the assumptions underlying the analyses, forecasts and targets contained herein.

The analyses, forecasts and targets contained in this document are based on assumptions believed to be reasonable in light of the information presently available. Such assumptions (and the resulting analyses, forecasts and targets) may require modification as additional information becomes available and as economic and market developments warrant. Any such modification could be either favorable or adverse. No assurances can be made that any forecasts or targets will materialize. They have been prepared based on Vistria's current understanding of the energy and credit markets, Vistria's current view in relation to future events, and various estimations and assumptions made by Vistria, including estimations and assumptions about events that have not occurred, any of which may prove to be incorrect. Therefore, the forecasts and targets are subject to uncertainties, changes (including changes in economic, operational, political or other circumstances) and other risks, including, but not limited to, broad trends in business and finance, legislation and regulation affecting the Fund, monetary and fiscal policies, interest rates, inflation, currency values, market conditions, the availability and cost of short-term or long-term funding and capital, all of which are beyond Vistria's control and any of which may cause the relevant actual, financial and other results to be materially different from the results expressed or implied by such forecasts and targets. Industry experts may disagree with the forecasts and targets, the estimations and assumptions used in preparing the forecasts and targets or Vistria's view or understanding. No assurance, representation or warranty is made by any person that any of the forecasts and targets will be achieved and no investor should rely on the forecasts and the targets. None of Vistria, any of its affiliates or any of their respective directors, officers, employees, partners, shareholders, advisors or agents makes any assurance, representation or warranty as to the accuracy of any of the forecasts and targets. Nothing contained in this Presentation may be relied upon as a guarantee, promise, assurance or a representation as to the future.

An investment in Interests in the Fund is subject to substantial risks and uncertainties, including the risk that the investor will lose its entire investment. There can be no assurance that the Fund will return any capital contributed by an investor. See "Important Information" below in this Presentation.

This Presentation was not intended or written to be used, and cannot be used by any taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer under U.S. federal tax law. This Presentation was written to support the promotion or marketing of the Fund. Each taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.

VISTRIA

IMPORTANT INFORMATION

The performance information (the "Information") set forth herein has been prepared by Vistria to aid in the review by potential investors of an investment for Interests in the Fund. An affiliate of Vistria is the general partner of the Fund.

This Presentation is not being provided in connection with the offering of securities in the Fund or in any other investment vehicle. No contents of this Presentation, either in whole or in part, may be reproduced or redistributed, except as otherwise expressly permitted by Vistria . By receipt of this Presentation, the recipient agrees not to duplicate or furnish copies of this Presentation to persons other than its tax advisers, accountants or legal counsel, and agrees to return it or destroy it at Vistria's request.

The past performance of investments completed by investment team members is not indicative of future results in investment funds sponsored by Vistria, including the Fund. Differences between past performance and future results may be material and adverse, and an investor in the Fund may lose all or a substantial portion of its investment. Each investment is subject to its own unique risks and the financial performance of investments will vary from investment to investment and those variances may be material. Performance information is unaudited and subject to change. Many inherently uncertain factors can and will impact the Fund's performance, including changes in market conditions and interest rates, and other economic, political or financial developments. No investment strategy or risk management technique can guarantee returns or eliminate risk in any market environment. The information in this Presentation is only as current as of the date indicated, and may be superseded by subsequent market events or for other reasons. Statements concerning financial or commodity market trends are based on current market conditions (as determined by Vistria in its sole judgment), which will fluctuate. Any statements of opinion constitute only current opinions of Vistria, which are subject to change. Data contained herein is based upon widely available information about individual securities or investments that Vistria believes to be reliable; however, no guarantee is made as to the completeness or accuracy of such data produced or delivered by third-parties.

The market analysis, projections, targeted returns, estimates and similar information including all statements of opinion and/or belief contained herein are subject to inherent uncertainties and qualifications and are based on a number of assumptions. There can be no guarantee that the facts on which such assumptions are based will materialize as anticipated and will be applicable to the Fund's investments.

Notes to Performance

In considering the performance information contained herein, prospective investors should bear in mind that past or targeted performance is not necessarily indicative of future results, and that there can be no assurance that the Fund will achieve comparable results or that the Fund will be able to implement its investment strategy or achieve its investment objectives. The recipient should also bear in mind that past or targeted investment characteristics may not be indicative of future investment characteristics and there can be no assurance that the Fund will have comparable investment characteristics or that target investment characteristics will be achieved. There can be no assurance that a Fund's investment objectives will be achieved and investment results may vary substantially over time. Investment in a Fund is not intended to be a complete investment program for any investor.

Unless otherwise indicated, all internal rates of return ("IRRs") are presented on a "gross" basis (i.e., they do not reflect the management fees, "carried interest," taxes, transaction costs (including in connection with the disposition of unrealized investments) and other expenses to be borne by investors in the Fund, which will reduce returns and, in the aggregate, are expected to be substantial; for a description of such fees, "carried interest" and expenses, see Appendix A—"Detailed Summary of Principal Terms," (of the Private Placement Memorandum) and Part 2 of Form ADV maintained by Vistria, a copy of which will be furnished to each investor prior to its admission to the Fund). Prospective investors upon request may obtain a hypothetical illustration of the effect of such fees, expenses and other charges on such returns. Actual realized returns on unrealized investments will depend on, among other factors, future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs and the timing and manner of sale of portfolio investments, all of which may differ from the assumptions on which the valuations used in the prior fund performance data contained herein are based.

Shawn T. Wooden
Treasurer

State of Connecticut
Office of the Treasurer

Darrell V. Hill
Deputy Treasurer

May 7, 2021

Members of the Investment Advisory Council

Re: Carlyle Realty Partners IX, L.P.

Dear Fellow IAC Member:

At the May 12, 2021 meeting of the Investment Advisory Council, I will present for your consideration a Real Assets Fund investment opportunity for the Connecticut Retirement Plans and Trust Funds: Carlyle Realty Partners IX, L.P., an opportunistic real estate fund sponsored by Carlyle Investment Management L.L.C., a private equity firm headquartered in Washington, DC.

I am considering a commitment of up to $200 million to the opportunistic fund which seeks to invest in a diversified portfolio of real estate properties in the U.S., with a particular focus on regions with positive population flows and sectors where demand is driven by demographic trends. Carlyle's thematic strategy is implemented using three basic portfolio construction tenets: broad diversification, sector selection and asset level-business plans. The fund will invest in well-located, undervalued properties where a proactive property management approach can create value. With an experienced and stable team, a disciplined investment process, and extensive market coverage, the Fund is well-positioned to identify and take advantage of a broad range of opportunities.

Attached for your review is the recommendation from Steven Meier, Interim Chief Investment Officer, and the due diligence report prepared by NEPC. I look forward to our discussion of these materials at next week's meeting.

Sincerely,

Shawn T. Wooden
State Treasurer

OFFICE OF THE STATE TREASURER

MEMORANDUM

RECOMMENDATION

TO:	**Shawn T. Wooden, Treasurer**
FROM:	**Steven R. Meier, CFA, FRM, Interim Chief Investment Officer**
CC:	**Darrell V. Hill, Deputy Treasurer** **Raynald Leveque, Deputy Chief Investment Officer** **Kevin J. Cullinan, Chief Risk Officer** **Danita Johnson, Principal Investment Officer**
DATE:	**April 25, 2021**
SUBJECT:	**Carlyle Realty Partners IX, L.P.**

Summary

The purpose of this memorandum is to recommend that the Connecticut Retirement Plans and Trust Funds (the "CRPTF") make a commitment of up to $200 million to Carlyle Realty Partners IX, L.P. ("CRP IX" or "the Fund") within the CRPTF's Real Assets Fund ("RAF"). The Fund's general partner is Carlyle Realty IX, L.L.C., a Delaware limited liability company (the "General Partner"), and an affiliate of Carlyle Investment Management L.L.C. ("Carlyle" or the "Firm"). Carlyle (NASDAQ: CG) is a global investment firm based in Washington, DC with $246 billion of assets under management and offices in North America, South America, Europe, the Middle East, Africa, Asia, and Australia. Carlyle is targeting a $6 billion fund size for CRP IX and, based on investor interest, expects to hold the first and only close in June 2021.

Strategic Allocation within the Real Assets Portfolio

The Fund's opportunistic strategy falls under the real estate allocation of the Real Assets Fund ("RAF"). As of December 31, 2020, CRPTF's total real estate allocation by market value was at 6.3%, which is underweight the policy target allocation of 10%. Pension Funds Management ("PFM") Investment Staff believe that an investment in Carlyle IX is in line with the asset class strategic plan to maintain steady commitments to the real estate sector and to bring the core strategy allocation, at 59% as of December 31, 2020, closer to the policy target of 50% by making additional commitments to the non-core sector. The fund's opportunistic strategy, detailed below, is an opportunity for the CRPTF to partner with a stable team with a proven track record of investing opportunistically while focusing on mitigating downside risk.

Overview

The Carlyle Group was founded in 1987 by William Conway, Daniel D'Aniello, and David Rubenstein (the "Founders"). The firm invests across four business segments: Corporate Private Equity, Real Assets, Global Credit and Investment Solutions. Although the three Founders continue to be active in various leadership roles, on January 1, 2018, Kewsong Lee and Glenn Youngkin became the firm's Co-Chief Executive Officers. Kewsong Lee joined Carlyle in 2013 as Deputy Chief Investment Officer for Corporate Private Equity, and in 2016, he also assumed oversight of the Global Credit business segment. In July 2020, Carlyle announced that Glenn Youngkin would step down as co-Chief Executive Officer and retire from the firm on September 30, 2020 to focus full-time on community and public service. The Board unanimously determined that Kewsong Lee, would continue to lead the firm as the sole Chief Executive Officer of Carlyle, effective September 30, 2020.

Carlyle began making real estate investments in 1993 through its opportunistic fund series, Carlyle Realty Partners ("CRP"). Since the inception of the first opportunistic fund, Carlyle's real estate professionals have invested approximately $14.7 billion of equity in real estate assets as of March 31, 2021. Carlyle's U.S.-based real estate investment team ("Carlyle Realty") comprises over 100 investment professionals responsible for sourcing, transactions, and asset management in offices located in Washington, DC, New York City, San Francisco, and Los Angeles. Carlyle Realty is led by Robert Stuckey who is the longest-tenured fund head at Carlyle, having managed the Carlyle Realty Funds for over 22 years. Prior to joining Carlyle, Rob as Chief Investment Officer led the national growth of CarrAmerica Realty Corporation, a real estate investment trust specializing in investing in office buildings in the United States. Prior to joining CarrAmerica, Mr. Stuckey was Senior Vice President, focused on acquisition and development investments at ProLogis, a real estate investment trust investing in logistics and industrial assets. Rob is supported by nine Senior Partners with on average 17 years with Carlyle and 26 years of real estate experience. The senior team comprises Paul B. Brady Sourcing; David B. Daniel, Transactions; Michael Gershenson, Sourcing; Barbara A. Murphy, Asset Management; Chip S. Lippman, Sourcing; Edward B. Samek, Sourcing; Mark J. Schoenfeld and James S. Williams. The same team managing CRP IX is responsible for the firm's entire track record in U.S. real estate.

Investment Strategy

CRP IX will seek to originate investments by maintaining market presence, mitigate risk through portfolio management, and create value through active asset management. The Fund is targeting a 16% net IRR and 1.6x net equity multiple with an average deal size of $15 million to $20 million of equity and maximum leverage of 60% LTV at the Fund level. CRP IX will invest across property types and markets with a focus on sectors where demand is driven by demographic trends and regions with positive population flows. Carlyle's thematic strategy is implemented using three basic portfolio construction tenets: broad diversification, sector selection and asset level-business plans. Additional concepts that Carlyle has consistently employed in constructing its funds include employing appropriate leverage levels, investing with individual capital structures, focusing on cash flow at the asset level, and identifying properties that have the potential to deliver strong unleveraged profit margins.

Diversification is a key principle of the team's approach to fund construction. By diversifying its investment positions, Carlyle seeks to reduce its exposure to concentration risk and to moderate the impact that any single investment can have on the overall portfolio's performance. The prior Fund, Carlyle Realty Partners VIII began investing in 2017 and to date, no single investment comprises more than 1% of that fund's capital commitments. Due to this strategy of broad diversification, Carlyle typically holds a large number of investment positions. For example, Carlyle Realty Partners VIII holds 182 investments. To effectively manage its portfolios, Carlyle leverages its extensive resources including an investment team of 113 investment professionals, in-house construction expertise and the infrastructure and support services provided through the global Carlyle organization.

Over the years, for its opportunistic investment program, Carlyle has shifted in and out of various markets and/or sectors based on the general economic environment, target market dynamics and property-specific fundamentals. Through the team's in-house property market research and experience investing across real estate sectors and cycles, Carlyle has identified those sectors where demand is GDP driven versus sectors where demand is demographic driven as well as markets that are more or less liquid than others. As Carlyle currently believes that the best risk-adjusted opportunities originate in the demographic-driven demand sectors, for CRP IX, the team intends to primarily focus on sectors where demand is driven by demographic trends resulting in less volatility given their lower correlation to GDP and job growth. The following represent some themes that currently reflect the investment philosophy and may generate attractive investment opportunities: Single Family Rental, Multifamily Residential, Active Adult Rental Apartments, Medical Office, Student Housing, Life Sciences, and Industrial/Logistics.

Carlyle believes that adjusting for asset-level risks provides an additional level of risk mitigation beyond that associated with broad diversification and sector selection. Toward the objective of determining the essential value of a target investment and associated risks, the team focuses on the fundamental factors of each real estate property including location and physical characteristics, as well as the supply-demand factors in the subject market. With active asset management extending through the full life cycle of each investment, the asset management group creates, oversees and implements each asset-level business plan, generally retaining and exercising significant control over major decisions relating to each investment. Beginning at acquisition, members of the asset management team collaborate with their sourcing and acquisition counterparts, drawing upon their experience in managing comparable assets to inform the underwriting process and development of the investment thesis and value-creation business plans. During the hold period, the asset management team manages to the milestones set forth in each asset-level business plan and adapts and revises the business plan to adjust for changing market conditions and opportunities. Once target income levels are achieved, the team develops and implements an exit strategy, giving consideration to both timing and manner of exit.

Track Record

Since 1997, Carlyle Realty has invested eight opportunistic funds, navigating its investment activities through diverse economic and real estate market conditions. Through these eight opportunistic funds, Carlyle Realty has invested in 833 separate transactions in 14 different sectors and over 30 metropolitan markets, achieving a realized and partially realized Gross IRR of 23% and Gross MOIC of 1.9x. For all investments, realized and unrealized, the team is projecting a gross 21% IRR and 1.8x MOIC, and a net 14% IRR and 1.6x MOIC.

Carlyle Realty Partners – Opportunistic Fund Performance

As of December 31, 2020

($ in millions)

Fund Name	Vintage	Total Investments	Fund Size	NAV as of 12/31/2020	Gross IRR	Net IRR	Gross MOIC	Net MOIC
CRP I	1997	43	$ 296.4	$ -	21%	15%	1.8x	1.5x
CRP II	1999	26	$ 251.9	$ -	12%	10%	1.6x	1.4x
CRP III	2001	40	$ 570.7	$ 3.1	44%	30%	3.6x	2.7x
CRP IV	2005	78	$ 950.0	$ 75.5	7%	4%	1.6x	1.3x
CRP V	2006	151	$ 3,000.0	$ 551.0	12%	9%	1.8x	1.5x
CRP VI	2011	129	$ 2,340.0	$ 173.9	27%	18%	1.8x	1.5x
CRP VII	2014	195	$ 4,161.6	$ 1,494.1	19%	12%	1.6x	1.3x
CRP VIII	2017	209	$ 5,505.1	$ 1,890.0	27%	9%	1.2x	1.1x

Key Strengths

- Experienced and Cohesive Team: Carlyle's real estate team is led by Rob Stuckey who has been at Carlyle for 22 years. The senior leadership team, consisting of 20 Managing Directors, average 25 years of real estate experience with an average tenure at Carlyle of approximately 17 years; 18 of 20 Managing Directors have worked together at Carlyle for over a decade. The nucleus of Carlyle Realty's senior management has been in place since 1998 and the group has experienced little turnover during that time.

- Broad Market Coverage: Carlyle's real estate team has a track record of 833 separate transactions in 14 different sectors and approximately 30 different metropolitan markets. The firm seeks to source opportunities by maintaining "market presence" in its target markets and leveraging developed relationships. Carlyle organizes and deploys its investment professionals and teams by sector and geography, enabling them to develop local and market relationships while gaining insight into real-time market and operating trends, and enhancing deal access. Many of the investment professionals have more than 20 years of local investment experience.

- Investment Approach: Carlyle has focused on structuring all its real estate funds in a manner that allows for risk management while seeking upside in the individual investments. The real estate team has maintained its investment discipline and focus over several market cycles. Portfolio construction principles include leverage management, low concentration, and sector selection. With respect to sector selection, the team seeks to find pockets of demand that produce growth exceeding what would otherwise be created by GDP. In doing so, they seek to achieve some non-correlation to GDP, which is critical toward mitigating cyclical risk. Using this approach, the team has avoided sectors with high recessionary risks. For CRP VIII, a 2017 vintage Fund, there are no office, hotel or retail investments.

- Single Asset Investment Focus: Unlike many of their peers, Carlyle Realty has typically pursued an equity position in single-asset transactions rather than portfolio, entity, or company transactions. Carlyle Realty believes that the combination of the factors relating to single asset purchases reduces financing and operating risk and increases the visibility of factors that affect the overall returns of the investment.

- Track Record: The Carlyle team demonstrates the ability to invest throughout economic cycles- including the 2008 Global Financial Crisis. Notably, the opportunistic funds IV thru VII are ranked 1st and 2nd quartile for the performance measures including net IRR, DPI and TVPI- with IV and V being 2005 and 2006 vintages, respectively. The team's consistent approach to investing is highlighted by a research-driven, value-based investment philosophy and a disciplined investment process that has allowed the group to generate attractive returns through diverse market and economic conditions.

- Management Fee: At a commitment of $200 million, the base management fee for the Fund is 1.15%. In addition, CRPTF would be eligible for a 15bps first close discount, for a total fee of 1.00% for the life of the Fund. Although the GP catch-up on the distribution waterfall is at the high end relative to similar funds, the hurdle rate at 9% is in line with opportunistic strategies, and the management fee, with size and closing incentives, provides a 50bps discount to comparable value add/opportunistic funds.

Risks and Mitigants.

- Portfolio Size: At a fund size of $6 billion and an average deal size of $20 - $50 million of equity, the team would be responsible for investing and managing a portfolio of over $200 investments, which could lead to style drift and/or aggressive capital deployment.

Mitigant -With a 5-year investment period, the team has the bandwidth to continue to be selective and to deploy capital in a prudent manner, allowing deal flow to predict the pace of investing. As NEPC notes, Carlyle has a long track record of being a disciplined investor, sticking to its core tenets, employing appropriate leverage levels, and investing with individual capital structures. PFM is comfortable that the team is appropriately sized to manage the size of the Fund and the existing portfolio while continuing to maintain a disciplined approach to real estate investing.

- Flexible Leverage Limitation: As NEPC notes, the 70% cap on leverage during the investment period is relatively high and does not take into account other types of Fund-level borrowing or leverage. Higher leverage increases risk and could potentially lead to excessive losses should real estate valuations fall.

  Mitigant- The Fund has a stated target initial loan-to-cost of 50% to 65% for individual investments, and an overall cap of 70% during the investment period and 60% thereafter. Although the Fund's documents allow for flexible leverage utilization, Carlyle intends to prudently apply leverage to each investment at the asset level. The firm has historically managed leverage conservatively and relied primarily on single-asset financing, but it has allowed for flexibility to obtain optimal financing rates/terms that may be advantageous for the Fund. PFM will monitor the Fund's use of leverage to ensure that it is appropriate and consistent with Fund restrictions.

- Multiple Active Vehicles: Carlyle does not have another fund or separately managed account that would directly compete with CRP IX in the U.S. However, both the opportunistic and the core plus Fund, Carlyle Property Investors ("CPI") are actively investing and may compete for overlapping deal flow.

  Mitigant – The risk/return profiles for the opportunistic fund series and CPI do not overlap. To the extent investment opportunities overlap, they will be allocated in accordance with the allocation policy summarized in the Fund's Limited Partnership Agreement. Additionally, Carlyle has an Allocation Committee that reviews and addresses conflicts that may arise regarding overlapping investment opportunities.

Investor Advisory Committee

CRP IX will have an Investor Advisory Committee ("IAC") selected by the general partner, consisting of certain limited partners or their representatives or designees. There is not a minimum commitment to participate in the Investor Advisory Committee as Carlyle seeks to work with investors who can help add value to the portfolio's decision-making process. PFM has requested membership on the IAC.

Economics/Fees

- Management Fees: At a commitment of $200 million, 1.00% on committed capital during the commitment period. Thereafter, 1.00% on invested capital
- Carried Interest: 20% performance fee over 9% return hurdle per annum, 80% catchup
- Waterfall Structure: Deal by deal

Legal and Regulatory Disclosure (provided by Legal)
The Firm's general partner indicates that there is nothing to disclose for Carlyle Realty IX, LLC with respect to legal proceedings, but has disclosed legal matters in the ordinary course of business for the parent corporation, The Carlyle Group Inc. (formerly, The Carlyle Group LP), and some of its other subsidiaries, including Carlyle Investment Management L.L.C. ("CIM"), the funds it manages, and various advisory affiliates (together, "Carlyle").

Carlyle Group L.P. and Carlyle Mezzanine Partners, along with many other companies, are named as defendants in Foy v. Austin Capital, filed in June 2009, pending in the State of New Mexico's First Judicial District Court, County of Santa Fe. The case alleges that investment decisions by New Mexico public investment funds were improperly influenced by campaign contributions and payments to politically connected placement agents. In 2020, the Court of Appeals affirmed a 2017 decision to dismiss the lawsuit. A motion of rehearing with the Court of Appeals filed by plaintiffs was denied on June 30, 2020, and an appeal to the New Mexico Supreme Court was denied on October 9, 2020. Plaintiff filed two motions for rehearing with the New Mexico Supreme Court following this denial, which is still pending.

Carlyle Capital Corporation Limited is a fund sponsored by Carlyle Group L.P. that filed for insolvency protection in Guernsey in March 2008. Liquidators filed suit in July 2010 alleging that the directors and Carlyle put their interests ahead of the interests of Carlyle Group L.P. and shareholders and gave priority to preserving and enhancing the Carlyle Group L.P.'s reputation and its brand. Plaintiffs sought more than $1.0 billion in damages. In September 2017, the trial court rendered a decision in favor of Carlyle Group L.P., indicating that Carlyle had acted reasonably in the management of CCC. Following a number of failed appeals by the plaintiffs, the parties entered into a settlement agreement that was approved by the court on May 1, 2020, which allows Carlyle to retain amounts already received from the plaintiffs for legal fees and expenses. All claims have been dismissed.

A Luxembourg subsidiary of a Carlyle real estate fund, CEREP I, has been involved in a tax dispute with the French authorities relating to whether gains from the sale of an investment were taxable in France. A French appellate court reversed an earlier tax court opinion and awarded Carlyle a refund of 105 million euros, which was the amount that the Luxembourg subsidiary had to pay under the lower tax court opinion. In February 2018, the French tax authorities appealed the appellate court decision. In July 2019, the parties agreed to settle this matter by reducing the tax claim to 37.1 million euros. The remaining 80.5 million euros will be retained by Carlyle and CEREP I.

The Fund reports that the Bank of Italy has raised two technical allegations against Real Estate SGR SPA, a non-US advisory Carlyle affiliate that manages an Italian fund vehicle. The bank allegations pertained to the affiliate's review of certain beneficial ownership information and to the sale of a condominium unit in a residential property owned by a fund vehicle. The affiliate voluntarily agreed to resolve the matters by paying a fine of 60,000 Euros pm on January 9, 2020. The Firm states that it does not have any material claims under its fidelity, fiduciary or E&O insurance policies; or ongoing investigations to report.

Carlyle's ADV is consistent with its disclosure to the Office of the Treasurer.

The General Partner notes that it is managed by CIM, which is an investment advisor registered with the U.S. Securities and Exchange Commission. CIM has adopted adequate compliance policies and procedures in support of its fiduciary duties to its investment funds and other advisory clients and has a dedicated regulatory compliance function. As such, the Firm states it has adequate procedures to undertake internal investigations of its employees, officers and directors.

The Firm notes a number of restructurings related to its affiliates in the past two years, including The parent corporation's conversion from a Delaware limited partnership to a Delaware corporation on January 1, 2020. As a result of this conversion, the parent holds all outstanding equity interest in Carlyle Holdings, whose subsidiaries operate and control all of the busines and affairs of Carlyle and its affiliates. In addition, Carlyle Group Management LLC currently controls a majority of the voting power of the parent and may be deemed to indirectly control the parent for regulatory purposes. CIM does not own any economic interest in the parent but certain of its officers and other employees do hold common stock in the parent.

In addition, on September 30, 2020, Glenn A Youngkin retired as Co-Chief Executive Officer of The Carlyle Group Inc. and stepped down from the Board. Kewsong Lee was appointed sole CEO.

<u>Compliance Review (provided by Compliance)</u>
The Chief Compliance Officer's Workforce Diversity and Corporate Citizenship review is attached.

<u>Environmental Social and Governance ("ESG") Analysis</u>
The Assistant Treasurer for Corporate Governance & Sustainable Investment's review is attached.

4/15/21

COMPLIANCE REVIEW FOR CARLYLE REALTY PARTNERS IX

SUMMARY OF LEGAL AND POLICY[1] ATTACHMENTS

SUBMITTED BY

CARLYLE INVESTMENT MANAGEMENT L.L.C

I. Review of Required Legal and Policy Attachments

CARLYLE INVESTMENT MANAGEMENT L.L.C. ("Carlyle") a South Washington DC-owned firm, completed all required legal and policy attachments. The firm disclosed no impermissible third party fees, campaign contributions, known conflicts, or gifts. Its disclosure of legal/ regulatory proceedings is being reviewed by the Legal Unit.

II. Workforce Diversity (See Also 3 year Workforce Diversity Snapshot Page Attached)

As of December 2020, Carlyle employed 1189, 100 more than the 1089 employed in December 2018. The firm identified 31 women and 21 minorities as Executive/Senior Level Officials and Managers, i.e., serving at the senior-most level. For the 3 year period 2018-2020, 236 women and 130 minorities were promoted within the ranks of professionals and managers.

Commitment and Plans to Further Enhance Diversity

Carlyle is focused on recruiting diverse, entry-level talent, but it has also taken steps to ensure that new hires reflect diversity at all levels. The firm has a diverse slate requirement of at least two diverse candidates interviewed for each open role, regardless of level or segment. In 2020, Carlyle refined this requirement in the US, requiring that at least one of the candidates is Black, Latinx, Pacific Islander or Native American. Over the past 5 years, more than half of the associate class in U.S. Corporate Private Equity has been diverse, with the 2021 class being 56% diverse. With regard to of mentoring and providing career opportunities, the firm partners externally with numerous diversity organizations, including Sponsors for Educational Opportunity, Out 4 Undergrad, 30 Percent Coalition, Year Up, Girls Who Invest and Women's Association of Venture and Equity.

In the UK, Carlyle recently announced its support for the #100blackinterns initiative which highlights the lack of Black employees in senior front office roles within the asset management industry. The objective is to invite 100 asset management firms to commit to offering a six-week internship in a portfolio management position to a Black candidate next year.

Workforce Statistics

For Executive/Senior Level Officials and Managers:

- Women held 19% of these positions in both 2020 (31 of 166) and 2019 (30 of 160), slightly up from 18% (28 of 160) held in 2018.

[1] The Treasury Unit responsible for reviewing Carlyle's ESG submission will prepare a separate report.

- Minorities held 12.65% (21 of 166) (6.63% Asian, 3.61% Hispanic, 1.81% Black and 0.6% Two or More Races) of these positions in 2020, slightly up from 12.5% (20 of 160) (6.88% Asian, 3.75% Hispanic, 1.25 % Black and 0.63% Two or More Races) in 2019, and up from 10.63% (17 of 160) (6.88% Asian, 1.88% Hispanic, 1.25% Black and 0.63% Two or More Races) in 2018.

At the Management Level overall:

- Women held 50% (149 of 300) of these positions in 2020, up from 27% (109 of 412) in 2019 and 26% (101 of 390) in 2018.
- Minorities held 29% (87 of 300) (8.33% Asian, 7.67% Hispanic, 10.33% Black, 2.33% Two or More Races, and 0.33% American Indian or Alaskan Native) of these positions in 2020, up from 23.54% (97 of 412) (16.75% Asian, 2.43% Hispanic, 3.16% Black and 1.21% Two or More Races) in 2019, and 21.28% (83 of 390) (15.64% Asian, 2.05% Hispanic, 2.56% Black and 1.03% Two or More Races) in 2018.

At the Professional Level:

- Women held 44% (269 of 616) of these positions in 2020, up from 42% held in both in 2019 (248 of 584) and 2018 (234 of 554).
- Minorities held 42.69% (263 of 616) (21.59% Asian, 7.14% Hispanic, 9.9% Black and 4.06% Two or More Races) of these positions in 2020, slightly down from 42.98% (251 of 584) (22.26% Asian, 7.71% Hispanic, 9.25% Black and 3.77% Two or More Races) in 2019, but up from 39.17% (217 of 554) (20.94% Asian, 5.78% Hispanic, 8.66% Black, 3.61% Two or More Races, and 0.18% American Indian or Alaskan Native) in 2018.

Firm-wide:

- Women held 65% (772 of 1189) of these positions in 2020, up from 43% held in both 2019 (492 of 1150) and 2018 (463 of 1089).
- Minorities held 36.67% (436 of 1189) (18.42% Asian, 6.39% Hispanic, 8.58% Black, 3.2% Two or More Races, and 0.08% American Indian or Alaskan Native) of these positions in 2020, down slightly from 36.7% (422 of 1150) (18.43% Asian, 6.7% Hispanic, 8.43% Black, 3.04% Two or More Races, and 0.09% American Indian or Alaskan Native) in 2019, but up 33.43% (364 of 1089) (17.17% Asian, 5.23% Hispanic, 8.08% Black, 2.75% Two or More Races, and 0.18% American Indian or Alaskan Native) in 2018.

III. Corporate Citizenship

Charitable Giving:

In 2019, more than 280 Carlyle employees gave over 500 philanthropic gifts which were matched by the firm. These gifts supported approximately 300 non-profits globally. Carlyle also initiated a philanthropic effort in response to COVID-19, donating more than $10 million to non-profit organizations globally. Carlyle has a One Community Program that encourages employees to volunteer in their local communities as well as at organizations across the country and around the world. Additionally, Carlyle has established a Wealth Sharing Program that supports Carlyle employees in their charitable giving by matching dollar-for-dollar any contributions made to education and humanitarian organizations.

Internships/Scholarships:
Since 2007, Carlyle has partnered with Year Up in the staffing of internships and contract roles. Year Up provides urban young adults with the skills, experience and support that will empower them to reach their potential through professional careers and higher education. The

organization offers intensive training programs that provide opportunities for young adults ages 18-24 to gain hands-on skills development, coursework eligible for college credits, corporate internships and wraparound support that helps them to better secure employment. The firm's "GTS team" also partners with McKinley Technology School, a premier STEM high school in Washington, DC. To date, GTS has hosted two male and two female interns from McKinley. Carlyle also partners with numerous organizations including, Private Equity Women Investment Network, Toigo, Women in Technology, The Leadership Council on Legal Diversity, and Access Distributed.

Procurement:
Carlyle did not address whether it has a written policy or program to foster business relationships with women-owned, minority-owned and/or emerging businesses, however, it stated that its Diversity Policy "extends to employees, partners and business affiliates."

Summary of Responses to Attachment M:
Evaluation and Implementation of Sustainable Principles

Submitted by: Carlyle Investment Management

April 27, 2021

	Criteria	Responses
1	Firm has an ESG policy	Yes
1a	If yes, firm described its ESG policy	Yes
2	If yes, firm provided examples of ESG factors considered in the decision-making process, explained the financial impact of these ESG factors	Yes
3	Designated staff responsible for sustainability policies and research	Yes
4	Firm provides training/resources on sustainability issues, explained sources of ESG-related data	Yes
5	Signatory/member of sustainability-related initiatives or groups	Yes
6	Policy for evaluating current or prospective relationships with manufacturers or retailers of civilian firearms	Yes
7	Policy that requires safe and responsible use, ownership or production of guns	Yes
8	Enhanced screening of manufacturers or retailers of civilian firearms	Yes
9	Enhanced screening of any industry/sector subject to increased regulatory oversight, potential adverse social and/or environmental impacts	Yes
10	Merchant credit relationships with retailers of civilian firearms and accessories	No
10a	If yes, firm confirms compliance with laws governing firearms sales	N/A
11	Overall assessment of responses (e.g., depth of approach to ESG and integration)	Carlyle described a good integration of ESG into its decision making process. Its ESG team, including the Global Head of Impact, leads ESG-related initiatives and research. The firm's Board of Directors also has an appointed member that serves as the ESG and Impact Lead. Carlyle is a member of Businesses for Social Responsibility and the Sustainability Accounting Standards Board (SASB) Alliance. In the past year, they have formally excluded investing in or financing thermal coal with the exception of the goal to lower-carbon energy generation. They are also one of the first major private equity firms to produce a TCFD report. The firm places civilian firearms on their Investment Exclusion and Parameters policy and excludes small firearms manufacturers.
	SCORE: Excellent - 1 Detailed description of ESG philosophy and integration; ongoing ESG assessment; established framework; member of sustainability-oriented organizations; enhanced screening of firearms and/or higher-risk sectors Very Good - 2 Detailed description of ESG philosophy and integration; ongoing ESG assessment; established framework; member of sustainability-oriented organizations Satisfactory - 3 General description of ESG philosophy and integration; some evidence of framework for ongoing ESG assessment; member of sustainability-oriented organizations Needs Improvement - 4 Generic and/or vague description of ESG philosophy and integration; no ongoing ESG assessment; no dedicated ESG staff or resources Poor - 5 Incomplete or non-responsive	**1**

NEPC Private Markets Investment Due Diligence Report

The Carlyle Group

Carlyle Realty Partners IX, LP

May 2021

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Executive Summary

Carlyle Realty Partners Fund IX ("CRP IX," the "Fund," or "Fund IX") is the ninth opportunistic real estate fund managed by The Carlyle Group ("Carlyle," the "Firm," or the "Manager"). CRP IX's investment strategy involves the acquisition, improvement, and disposal of primarily equity interests in real estate and real estate-related assets. The Fund will primarily focus on US real estate, diversified by property type, although the Fund can invest up to 10% of capital in international markets. Carlyle typically pursues single-asset transactions rather than portfolio-, entity-, or company-level transactions.

The Firm believes that in the current market environment, stabilized assets are fully priced but pre-stabilized and alternative-sector assets present pockets of opportunities. For Fund IX, Carlyle will focus primarily on sectors where demand is largely driven by "need-based" demographic growth as opposed to GDP growth, which is consistent with the Manager's strategy in prior funds. Demographic sectors include Multifamily, Active Adult, Single-Family Rental, Medical Office, Life Sciences, Self-Storage, Student Housing, and Senior Housing. In addition, the Manager may target GDP sectors which are benefitting from secular tailwinds, such as Industrial and Logistics. Carlyle is conscious of avoiding those markets that are seeing slowing growth, and are especially wary of those sectors that are deeper into their cycle, where demand is highly correlated with the growth in GDP. Carlyle expects that the majority of return from investments will be from capital appreciation with some return from current cash yields.

The Carlyle Group is a global alternative asset management firm with $230 billion in assets under management across 397 investment vehicles. The Firm originates, structures, and acts as the lead equity investor in management-led buyouts, strategic minority equity investments, equity private placements, consolidations, and growth capital financings. Carlyle employs over 1,800 professionals (679 investment professionals) out of 30 offices in 19 countries as of September 30, 2020. The Firm was founded in 1987 in Washington, DC.

Carlyle's U.S. Real Estate Team ("Carlyle Realty") was established in 1997 and currently manages 6 active funds (CRP IV-CRP VIII, CPI). The real estate platform is led by Robert Stuckey, who has held the position since 1998. He has led the investing of all eight of Carlyle Realty's previous US real estate opportunity funds and is one of Carlyle's longest serving senior executives. Mr. Stuckey and 19 other current US managing directors of Carlyle Realty have an average of 17 years of tenure with the Firm and 25 years of experience in real estate. Totaling 108 investment professionals, Carlyle Realty is among the largest, most experienced, and well-connected teams in the industry. In addition, the team can leverage best-in-class infrastructure and support services provided through the global Carlyle organization.

CRP IX is targeting approximately $6 billion of committed capital. Carlyle anticipates a first closing for the Fund in the second quarter of 2021 (scheduled for June 1, 2021). While the Fund documents allow for a final closing to occur up to 18 months after the initial close date, the Manager anticipates that will reach their target fund size much more quickly. As a well-capitalized buyer in the market, Carlyle Realty believes that the Fund would be in a position to take advantage of opportunities to acquire or develop high-quality assets at discounts to replacement cost that, when repositioned, would be expected to generate attractive cash yields to equity.

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Positives:

- ***Consistent track record:*** Carlyle Realty has a 23-year track record in real estate investments and has generated consistent returns across economic cycles. NEPC believes that this consistent performance makes the Fund a suitable investment option for clients looking for a reliable manager and fund that can serve as a ballast to a value-add/opportunistic real estate portfolio.

- ***Management team experience:*** Carlyle Realty has a deep and experienced management team. The 20 Managing Directors have an average industry experience of 25 years and an average tenure at Carlyle of 17 years. Carlyle boasts one of the deepest and most stable senior management teams among real estate investment managers.

- ***Strong organization:*** Carlyle is a global alternative asset management firm with 30+ years of investment history and employs 1,800 people across 30 offices in six continents. Carlyle Realty has raised eight prior US-focused real estate funds totaling over $14.7 billion of equity, of which approximately $9.5 billion of equity has been realized to date. The Carlyle real estate team comprises of 108 individuals across four offices in Washington DC, New York, San Francisco and Los Angeles, covering 30 markets and 14 property sectors.

- ***Focus on demographic-driven sectors:*** Consistent with prior funds, Fund IX will invest in US real estate, diversified by property type, with an emphasis on demographic-driven sectors. These are sectors where demand is driven by "need-based" demographic growth as opposed to GDP growth. Demographic sectors include Multifamily, Active Adult, Single-Family Rental, Medical Office, Life Sciences, Self-Storage, Student Housing, and Senior Housing. In addition, the Manager may target GDP sectors which are benefitting from secular tailwinds, such as Industrial and Logistics. Carlyle is conscious of avoiding those markets that are seeing slowing growth, and are especially wary of those sectors where demand is highly correlated with the growth in GDP. Carlyle was an early adopter and proponent of "demographic-driven" real estate investing, which NEPC believes has helped the Manager generate consistent returns for investors.

- ***Multiple asset class experience:*** Carlyle has significant experience investing in multiple asset classes. The team can leverage expertise in private equity, debt and other investment areas. This capability, coupled with the Fund's single-asset acquisition strategy, should better position the Firm to target attractive opportunities across dynamic markets.

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Negatives:

- ***Large fund size/ deal volume:*** The Fund has a target size of $6 billion, and presently has no hard cap (the Manager has indicated that the Fund will institute a hard cap, but as of April 2021 one has not yet been established). This size would translate to a large number of underlying deals in the Fund; the high volume of deals could encourage the investment team to apply less stringent underwriting standards in order to deploy capital. Carlyle, however, has a long track record of being a disciplined investor with several layers of checks and balances in place to mitigate such risks.

- ***Recent track record:*** NEPC observes that Carlyle's recent performance has been about average relative to peers. While the Manager continues to deliver consistent absolute returns to investors, the three most recent funds are all in the second or third quartile relative to peers on both an IRR basis and a TVPI multiple basis.[1] Given the Manager's emphasis on demographic-driven sectors and the exposure to development projects, we would have anticipated stronger relative performance. Nonetheless, we acknowledge that these more recent funds have not fully matured yet, and therefore will continue to monitor their performance over time.

- ***Flexible leverage limitation:*** The Fund's legal documents provide for flexible use of leverage, both with regard to the types of leverage and the amount of leverage utilized. However, NEPC acknowledged that Carlyle has historically managed leverage fairly conservatively, not hitting these Fund-level limits and relying primarily on single-asset financing.

- ***Potential Carlyle headline risk:*** The Carlyle Group as a firm may face media headline risk as well as litigation risk. The Firm is well-known as one of the cornerstone institutions in the private equity industry, and therefore may be profiled in a negative light in the media. In addition to general Firm headline risk, the real estate team could invest in certain sectors that may generate negative press.

[1] Carlyle data is as of September 30, 2020 and provided by the Manager; the benchmark used is the C|A United States Value-Add and Opportunistic Real Estate benchmark by vintage year, with data as of September 30, 2020.

Fund Characteristics

Investment Vehicle	Carlyle Realty Partners IX, LP
Investment Manager	Carlyle Investment Management, LLC ("CIM")
Target Size/Max Size	$6 billion / no hard cap established
Amount Raised	N/A (first close scheduled for June 2021)
Minimum Investment Size	$5 million (lesser amounts subject to GP discretion)
Target Final Close Date	Likely June or early Q3 2021
Sponsor's Investment	Up to 3% of capital commitments, not to exceed $150 million
Assets Under Management	$230 billion, $14.7 billion in real estate
Investment Focus	Diversified opportunistic real estate
Geographic Focus	Primarily US
Annual Management Fee	The Fund will charge a standard annual management fee of 1.5%; certain discounts may be available (please refer to Fund legal documents for more information)
Performance Fee	The Manager will earn 20% carried interest with a preferred return hurdle (please refer to Fund legal documents for more information)
ERISA Fiduciary	The General Partner will use reasonable best efforts to avoid having the assets of the Fund constitute "plan assets". The Fund may elect to operate the Fund as a venture capital operating company ("VCOC") or a real estate operating company ("REOC").
Fund Auditor	Ernst & Young LLP
Fund Legal Counsel	Simpson Thacher & Bartlett LLP
Website	www.carlyle.com

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Firm Description

Firm Overview

The Carlyle Group is a global alternative asset management firm with $230 billion in assets under management across 397 investment vehicles. The Firm originates, structures, and acts as the lead equity investor in management-led buyouts, strategic minority equity investments, equity private placements, consolidations, and growth capital financings. Carlyle employs over 1,800 professionals (679 investment professionals) out of 30 offices in 19 countries as of September 30, 2020. The Firm was founded in 1987 in Washington, DC.

In May 2012 Carlyle completed an initial public offering. On January 1, 2020, Carlyle completed its conversion from the Public Partnership into a Delaware corporation named The Carlyle Group Inc. and continues to be traded on the Nasdaq under the symbol “CG.”

Carlyle Realty Partners has approximately $14.7 billion real estate assets under management, including US, European and Asian real estate funds, and co-investment separate accounts and real estate credit funds. Carlyle currently has eight active real estate funds. Of these eight funds, six are focused on US real estate, and two are focused on European real estate.

Carlyle Realty Partners IX is the Manager’s ninth opportunistic US real estate equity fund, and will be managed by Carlyle Investment Management (“CIM”), a Delaware limited liability company formed for the purpose of providing investment advisory and related services to Carlyle funds and other affiliated entities sponsored by Carlyle.

Team Overview

Carlyle Realty was established in 1997 and is led by Robert Stuckey, who has held the position since 1998. He has led the investing of all eight of CRP’s previous US real estate opportunity funds and is one of Carlyle’s longest serving senior executives. Mr. Stuckey and 19 other current US managing directors of Carlyle Realty have an average of 17 years of tenure with the Firm and 25 years of experience in real estate. Totaling 108 investment professionals, Carlyle Realty is among the largest, most experienced, and well-connected teams in the industry. In addition, the team can leverage best-in-class infrastructure and support services provided through the global Carlyle organization.

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Fund Investment Strategy

Investment Strategy

The strategy of the Fund is to acquire or develop and then sell real estate properties, primarily in the United States. A majority of the return is expected to be in the form of capital appreciation, rather than current yield (though there may be some current income generated during the hold period as well). The Fund is expected to target equity interests in real estate properties (but may invest a small portion in debt positions).

Broadly, Carlyle views itself as having an opportunistic and fundamental investing style. In looking at potential investments, Carlyle evaluates both individual property fundamentals as well as market-level dynamics such as supply and demand.

To evaluate real estate demand, Carlyle Realty distinguishes between two factors: those correlated with economic growth and those more correlated to demographic growth. The latter category has various factors such as population growth, household formation and population age. In the current environment, Carlyle intends to maintain a strong focus on demographics-driven opportunities where there is need-based demand. As such, it is expected that the majority of Fund IX will be invested in the target sectors of Multifamily, Active Adult, Single-Family Rental, Medical Office, Life Sciences, Self-Storage, Student Housing, and Senior Housing, as well as GDP-driven sectors with "need-based demand" drivers such as Industrial and Logistics. Carlyle is conscious of avoiding those markets that are seeing slowing growth, and are especially wary of those sectors that are deeper into their cycle, where demand is highly correlated with the growth in GDP such as Office, Hotel and discretionary Retail.

Target Investment Types

The Fund has an opportunistic mandate and can invest across various property types. While Carlyle does not have specific target allocation breakouts between the individual property sub-sectors, Carlyle will target the majority of the Fund towards demographically-driven sectors as described above.

Use of Leverage

The Fund is permitted and expected to utilize debt financing. Please see the Fund legal documents for more information and leverage limitations.

Environmental, Social, and Governance Considerations

Carlyle has an environmental, social, and governance ("ESG") policy and incorporates ESG into its investment process. The Manager works to identify and reduce ESG risks and seeks opportunities for value creation through sustainability efforts. Carlyle uses EcoValuScreen, a tool they developed with the Environmental Defense Fund, as a framework for identifying opportunities for operational enhancements. In 2014 the Firm created a Chief Sustainability Officer position to lead Carlyle's global ESG efforts. In order to ensure that the US Real Estate fund series is strategic and comprehensive in its sustainability efforts, a sustainability committee meets regularly to brainstorm and discuss best practices and new opportunities, such as additional training, third party pre-acquisition assessments, and programmatic benchmarking. Please see NEPC's ESG evaluation of the Fund (on page 9) for more information.

Expected Fund Investor Base

Carlyle Realty has received support from nearly 300 investors globally, including a variety of institutional investor types and a range of investment sizes.

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Fund Economics

Management Fee
The base management fee for the Fund is 1.50%. Certain discounts or other fees may apply; please refer to the Fund's legal documents for additional information.

Performance Fee
The Manager will earn 20% carried interest with a preferred return hurdle. Please refer to the Fund's legal documents for additional information.

Other Fees and Expenses
Other fees and expenses that may be charged are outlined in the Fund's legal documents.

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ESG Review

General Fund Information	
Firm	The Carlyle Group
Fund	Carlyle Realty Partners IX IX
Strategy-Type	Non-Core Real Estate
Diverse-Owned Firm	No

ESG Rating
ESG 2
ESG Ratings are on a scale of 1 through 5, with 1 indicating a best in class approach and 5 indicating no integration.

Analyst Opinion

Megan Starr, Global Head of Impact, and her team are responsible for integrating ESG analysis into the investment processes across Carlyle's product offerings. Carlyle engages with the broader financial and ESG communities to advance sustainability in the private equity industry and provides training for all new employees. Carlyle leverages external resources for environmental and social assessments as well as to help develop and implement mitigation plans in areas needing corrective action.

Carlyle professionals receive training on ESG issues, and Ms. Starr meets with the incoming class of associates every year. Employees receive training on issues related to corporate governance as well as how ESG principles can be used to enhance returns and mitigate certain risks. Ms. Starr presents at the Vice Presidents Forum and Senior Leadership Conference concerning new developments in the space.

Carlyle's real estate team incorporates ESG factors into its diligence process and interactions with its operating partners. Carlyle will continue to work on formalizing its tracking and reporting of environment impacts.

Evaluation Criteria and Commentary	
Firm-Level	
Firm-Level Commitment	Carlyle is a member of Businesses for Social Responsibility, an industry group working to advance sustainability practices in the business sector. Carlyle is also a member of SASB, and regularly attends industry working groups to engage with organizations such as EMPEA and PRI. The Firm continues to incorporate and advance principals that support ESG matters.
Resources	Carlyle has established a Sustainability Committee to discuss best-in-class sustainability practices and implement enhancements to the existing ESG Policy. Carlyle hired Megan Starr, Global Head of Impact, in 2019. Each investment team member is formally trained on ESG considerations and opportunities by Ms. Starr and her team.
Engagement Policies	Carlyle conducts a thorough environmental analysis as part of its transaction underwriting process and will also meeting with tenants and other local stakeholders during this diligence process. Carlyle will actively engage with local operating partners and portfolio management companies to ensure that best practices are followed, according to the Firm's ESG policy.
Strategy-Level	
Overview	Carlyle believes that the incorporation of ESG factors into its real estate investment framework can lead to better environmental outcomes and more cohesive engagement with tenants and communities. Ultimately, Carlyle thinks that the comprehensive incorporation of ESG principles will drive better risk-adjusted returns for its real estate strategies.
Integration Process	Carlyle's real estate team leads the ESG assessment for each property. This assessment includes a full environmental and sustainability report as well as a third-part engineering review. Carlyle is still working to formalize its procedures to collect and analyze environmental impacts post-investment.
Resources	Global Head of Impact Meg Starr and her team work with the Firm's investment professionals, operating partners, and investors on ESG issues. Megan Starr, Head of Impact and ESG, will lead impact and ESG reporting, in partnership with the real estate investment and asset management teams.

Disclaimers and Disclosures

- Past performance is no guarantee of future results.
- The opinions presented herein represent the good faith views of NEPC as of the date of this report and are subject to change at any time.
- Information on market indices was provided by sources external to NEPC, and other data used to prepare this report was obtained directly from the investment manager(s). While NEPC has exercised reasonable professional care in preparing this report, we cannot guarantee the accuracy of all source information contained within.
- NEPC may provide background information on fund structures or the impact of taxes but you should contact your legal counsel or tax professional for specific advice on such matters.
- This report may contain confidential or proprietary information and may not be copied or redistributed to any party not legally entitled to receive it.

In addition, it is important that investors understand the following characteristics of non-traditional investment strategies including hedge funds, real estate and private equity:

1. Performance can be volatile and investors could lose all or a substantial portion of their investment
2. Leverage and other speculative practices may increase the risk of loss
3. Past performance may be revised due to the revaluation of investments
4. These investments can be illiquid, and investors may be subject to lock-ups or lengthy redemption terms
5. A secondary market may not be available for all funds, and any sales that occur may take place at a discount
6. These funds are not subject to the same regulatory requirements as registered investment vehicles
7. Managers may not be required to provide periodic pricing or valuation information to investors
8. These funds may have complex tax structures and delays in distributing important tax information
9. These funds often charge high fees
10. Investment agreements often give the manager authority to trade in securities, markets or currencies that are not within the manager’s realm of expertise or contemplated investment strategy

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MAY 2021

CARLYLE REALTY PARTNERS IX

Presentation to State of Connecticut

THE CARLYLE GROUP

Notice to Recipients

This presentation ("Presentation") prepared by Carlyle Investment Management L.L.C. (together with its affiliates, "Carlyle"), is provided upon request for information purposes only and may not be relied on in any manner as legal, tax, investment, accounting or other advice or as an offer to sell or solicitation of an offer to buy interests in any fund, managed account or other similar vehicle or investment program sponsored by Carlyle. Such offer or solicitation to buy limited partnership interests ("Interests") in Carlyle Realty Partners IX, L.P. (together with its parallel investment vehicles, "CRP IX" or the "Fund") is made only through the Fund's confidential private placement memorandum (as supplemented and amended from time to time, the "Memorandum") and the related subscription documents, which will be furnished to qualified investors at their request for their consideration in connection with such offering. The information contained in this Presentation is superseded by, and is qualified in its entirety by the Memorandum, which contains information about the investment objective, terms and conditions of an investment in the Fund, and also contains tax information and risk disclosures that are important to any investment decision regarding the Fund and which should be read carefully prior to an investment in the Fund. No person has been authorized to make any statement concerning the Fund other than as will be set forth in the Memorandum and the definitive subscription documents and any representation or information not contained therein may not be relied upon.

Carlyle makes no representation or warranty, express or implied, as to the accuracy or completeness of the information contained herein and nothing contained herein should be relied upon as a promise or representation as to past of future performance of any Fund or any other entity. Certain information contained herein (including certain forward-looking statements and financial, economic and market information) has been obtained from published and non-published sources prepared by third parties, which in certain cases has not been updated through the date hereof. In addition, certain information (including performance information and operating results) contained herein has been obtained from third parties, including companies in which investments have been made by entities affiliated with Carlyle. Any use of information, assumptions or analysis from third party sources does not imply that Carlyle has independently verified or otherwise agrees with such information, assumptions or analysis. While such information is believed to be reliable, Carlyle does not assume any responsibility for the accuracy or completeness of the information, which is based on matters as they exist as of the date of this Presentation and not as of any future date and will not be updated or otherwise revised to reflect information that subsequently becomes available, or circumstances existing or changes occurring after the date hereof. Unless otherwise expressly stated herein, any analysis or outlook relating to the matters discussed herein express Carlyle's views only as of December 2020.

No reliance on forward-looking statements. Statements contained in this Presentation (including those relating to current and future market conditions and trends in respect thereof) that are not historical facts are based on current expectations, estimates, projections, opinions and/ or beliefs of Carlyle. Such statements involve known and unknown risks, uncertainties and other factors, and undue reliance should not be placed thereon. Unless specified, any views reflected herein are subject to change without notice. Carlyle is not under any obligation to update or keep current the information contained herein. Certain information contained in this Presentation constitutes "forward-looking statements" or statements of opinion or intention which can often be identified by the use of forward-looking terminology such as "may," "can," "will," "would," "should," "seek," "expect," "anticipate," "forecast," "project," "estimate," "potential," "intend," "continue," "target," "plan" or "believe" or the negatives thereof or other variations thereon or comparable terminology. Due to changes in circumstances or to various risks and uncertainties, including, but not limited to, those set forth in Section V—"Risk Factors and Potential Conflicts of Interest" of the Memorandum, actual events or results, market conditions or the actual performance of the Fund or its investments may differ materially from those reflected or contemplated in such forward-looking statements. No representation or warranty is made with respect to such statements and future events may differ materially from those reflected or contemplated in such statements. As a result, investors should not rely on such forward-looking statements in making their investment decisions. Further, while Carlyle believes risk can be mitigated by applying the principals of fund construction described in this Presentation, risk cannot be eliminated and there can be no assurance that the Fund will achieve its investment objectives or that all capital will be returned.

Associated Risks. An investment in the Fund entails a high degree of risk and no assurance can be given that the Fund's investment objectives will be achieved or that investors will receive a return on their capital. In order to make an independent determination and assess the consequences of a potential investment in the Fund, each prospective investor is urged to seek advice based on its particular circumstances from its own legal, accounting and tax advisors regarding legal, business, tax and related matters with respect to, without limitation, the federal, state, local and foreign regulatory requirements and consequences of the transactions contemplated herein, as well as any consequences under the laws of any other relevant governing jurisdiction. **Past performance is not necessarily indicative of future results, and there can be no assurance that targeted returns presented, if any, will be achieved, that the Fund will achieve comparable results, or that the Fund will be able to implement its investment strategy or achieve its investment objective.** Please see the Certain Summary Risk Factors at the end of this Presentation as well as the Risk Factors and Potential Conflicts of Interest section of the Memorandum for the risks associated with this Fund.

Certain Definitions. Unless otherwise indicated, all internal rates of return ("IRRs"), multiples of invested capital ("MOICs") and dividend yields are presented on a "gross" basis, i.e., they do not reflect any carried interest, management fees, taxes, transaction costs and other expenses ("Fees & Expenses") to be borne by certain and/or all investors, which will reduce returns and, in the aggregate, are expected to be substantial. Any "net" performance information is after deduction for such Fees & Expenses. An investment is considered realized when the investment fund has completely exited, and ceases to own an interest in, or has been permanently written off the investment. An investment is considered partially realized when the total proceeds received in respect of such investment, including dividends, interest or other distributions and/or return of capital represents at least 85% of the investment's historical and projected equity and such investment is not yet fully realized. Carlyle applies subjective judgment to determining whether an investment should be considered partially realized, and in some cases Carlyle may determine that an investment should not be considered partially realized when the total amount of proceeds received in respect of such investment is in excess of 85% of the investment's historical and projected equity, and conversely, in some cases Carlyle may determine that an investment should be considered partially realized when the total amount of proceeds received in respect of such investment is in less than 85% of the investment's historical and projected equity. For a description of such Fees & Expenses, please see the Memorandum and Part II of Form ADV maintained by Carlyle's registered investment advisor, Carlyle Investment Management L.L.C., a copy of which will be furnished to each investor prior to its admission to a Fund. Prospective investors, upon request, may obtain a hypothetical illustration of the effect of such Fees & Expenses on returns.

Unregistered Status. The Interests have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), the securities laws of any other state or the securities laws of any other jurisdiction, nor is such registration contemplated. The Interests will be offered and sold in the United States under the exemption provided by Section 4(a)(2) of the Securities Act and Regulation D promulgated thereunder. The Interests will be offered outside the United States in reliance upon the exemption from registration provided by Regulation D or Regulation S promulgated under the Securities Act and other exemptions of similar import in the laws of the states and jurisdictions where the offering will be made.

The information contained herein expresses our views as of the date of the presentation.

Notice to Recipients (continued)

Valuations. For purposes of this Presentation, the valuation of Carlyle's investments is determined in accordance with the terms of ASC 820, Fair Value Measurement. Generally, Carlyle values its investments at their market price if market quotations are readily available, with a discount in the case of restricted securities. In the absence of observable market prices, valuations may incorporate management's own assumptions and involve a significant degree of judgment, taking into consideration a combination of internal and external factors, including the appropriate risk adjustments for non-performance and liquidity risks. Investments for which market prices are not observable include private investments in the equity of operating companies, real estate properties, certain debt positions or CLOs. Valuations of non-US denominated unrealized investments are calculated in the applicable local currency and converted to U.S. dollars as of the relevant valuation date and accordingly, include the effects, if any, in movements in currency exchange rates.

References to portfolio companies are provided solely to illustrate the application of Carlyle's investment process, and are not and should not be considered a recommendation of any particular security or portfolio company. It should not be assumed that recommendations made in the future will be profitable or will equal the performance of past recommendations.

Gross and Net Performance Information. Unless otherwise indicated, all performance information contained herein (e.g., IRRs, MOICs and Profit if shown) is presented on a "gross" basis (i.e., it does not reflect Carlyle's management/advisory fees, "carried interest," taxes, transaction costs, deal-sourcing fees, borrowing costs (such as interest expense incurred on fund level credit facilities whether secured by assets of the fund (i.e., asset-backed facilities) or investors' undrawn capital commitments (i.e., subscription facilities) except in the presentation of aggregate investment performance where such borrowings were used to provide permanent, asset-specific financing for such fund) and other expenses, directly or indirectly, borne by investors in the Predecessor Funds (as defined herein) or borne and to be borne by investors in the Fund (collectively "Fees and Expenses"), which will reduce returns and, in the aggregate, are expected to be substantial; for a summary description of the types of such Fees and Expenses, see Appendix A: "Detailed Summary of Partnership Terms" of the Memorandum and Form ADV Part 2 maintained by the Investment Advisor, a copy of which will be furnished or made available to each investor prior to its admission to the Fund). Prospective investors upon request may obtain a hypothetical illustration of the effect of such Fees and Expenses on returns.

Any performance information that specifically indicates it is "net" ~~(~~(e.g., Net IRRs, Net MOICs and Net Profit, if shown) does not represent the net performance of any particular investor. Net performance is calculated on an aggregate basis after taking into account all Fees and Expenses (other than taxes) actually borne by investors in the relevant fund as a group, but does not take into account any taxes borne or deemed to be borne by investors (such as, for example, taxes resulting from the investors' domicile or taxes paid or payable by vehicles designed to address certain investors' tax, regulatory or other similar issues). With respect to any particular fund, differences in timing of an investor's commitment to the fund and the economic and other terms applicable to certain investors therein may increase or decrease the net performance information realized by such investors. Furthermore, Carlyle Realty Equity includes capital invested by Carlyle and related investors that does not bear carried interest or management fees. Accordingly, the actual net performance information of a particular investor may differ and be materially lower than from the net performance information indicated herein, and the aggregate net returns presented would be decreased by the exclusion of capital not bearing fees or carried interest. The performance information contained herein may differ materially from the performance information contained in the financial statements of the Predecessor Funds and Carlyle's public filings, which, among other variations, are prepared under U.S. generally accepted accounting principles and assume, among other things, a hypothetical liquidation of all unrealized and partially realized investments at their fair market value, are not calculated on a time-zero basis (see "Individual Investment and Time-Zero Aggregate Investment Performance" in the Memorandum), and do not include the capital invested by Carlyle and related investors (which does not bear carried interest or management fees). Net returns calculated assuming the application of different levels of Fees and Expenses, including the highest fees and carried interest charged in any particular Predecessor Fund, are available upon request.

In calculating both gross and net IRRs, MOIC and Profit (if shown), fund-level borrowings (for example, borrowings under a fund's subscription-based credit facility), the capital contributions for which have not yet been called, are not taken into account. To the extent a fund uses borrowed funds in advance of, or in lieu of, calling capital, investors make correspondingly later or smaller capital contributions, and, as a result, a fund's use of borrowed funds will impact the calculation of net performance metrics based on investor cash flows and may make IRRs higher than they otherwise would be without fund-level borrowing. Capital contributions from limited partners to repay any such borrowings are treated as outflows as of the payment date of the related capital calls from investors to repay such borrowings. IRR, MOIC and Profit calculations (if shown) therefore do not reflect the timing effect of utilizing fund-level borrowing in advance of receiving capital contributions, and IRRs shown herein are generally higher, and cash returns are lower, than they would have been absent use of borrowings under such subscription-based credit facilities.

Prospective investors should note that there are significant limitations on the use of IRR to evaluate prior performance. For example, the timing of distributions can have a material impact on the IRR from a fund as a successful disposition of an investment early in the life of a fund can disproportionately increase IRR. In addition, IRRs do not reflect the level of risk involved in an investment. The economic, liquidity, leverage level and other terms applicable to certain of the Predecessor Funds, including the Credit Funds, are materially different than those of the Fund. Leverage at the fund-level and investment-level of the Credit Funds was also materially different than those of the other Predecessor Funds or those intended for the Fund. Accordingly, the overall gross performance may be materially different than, and the differential between gross performance information and net performance information of the Fund may be materially greater than, that of the Predecessor Funds.

Sector Overview and Asset Case Studies. References to sectors and properties and the "case studies" included herein are not necessarily indicative of the investments that may be made by the Fund, and were selected and provided solely to illustrate the application of Carlyle's investment process. They should not be considered a recommendation of any particular sector, security or property, and future investments by the Fund may differ significantly from those discussed. The information provided about the portfolio companies presented in the "case studies" is intended to be illustrative, and is not intended to be used as an indication of the current or future performance of Carlyle's portfolio companies. The investments described in the selected case studies were not made by any single fund or other product and do not represent all of the investments purchased or sold by any fund or other product. The case studies may not be representative of all transactions of a given type or of investments generally. There can be no assurance that Carlyle will be able to implement its business plans or achieve its investment objectives with respect to any of the investments described. There can be no assurance that growth trends (if any) will continue. The selected case studies represent a selection of Carlyle Realty's investments and are selected to show Carlyle's recent relevant investing activity, and include realized, partially realized and unrealized investments. Further, certain statements contained herein, including in the case studies regarding the status of transactions or properties in the market are based on the experience of Carlyle and available market information and contain subjective judgments, beliefs and opinions. Any discussion of general market activity, industry or sector trends, or other broad-based economic, market, political or regulatory conditions should not be construed as research or investment advice. There can be no assurance that the Fund will be able to implement its investment strategy, or achieve its investment objective or avoid substantial losses.

Notice to Recipients (continued)

Comparison to Indexes. This Presentation may include comparisons of the performance of certain investment funds to public indices, including the S&P 500, RMZ, and the NFI ODCE index, among others. Selected benchmarks are not intended to be reflective of the fund's investment strategy, and any such comparisons are qualified, including as follows: (i) the volatility of such index may be materially different from that of the performance of a Fund; (ii) such index will employ different investment guidelines and criteria than a Fund and, therefore, the holdings in a Fund may differ significantly from the investments that comprise the index; and (iii) the performance of such index has not necessarily been selected to represent an appropriate benchmark to compare to the performance of a Fund, but rather is included to allow for comparison of illustrative performance in respect of risk, to that of a well-known index. Further there may be significant differences between the types of securities and assets typically acquired by the investment fund and the investments covered by the applicable index. Certain public indices may or may not reflect the reinvestment of dividends, interest or capital gains. Moreover, indices are unmanaged, are not subject to fees and expenses, and you cannot invest directly in an index.

Prospective investors will be given the opportunity to ask questions and are encouraged to contact Carlyle to discuss the procedures and methodologies used to calculate the investment returns, as well as any terms and conditions of any Fund offering. Recipients should make their own investigations and evaluations of the information contained in this Presentation. Each recipient should consult its own legal, accounting and tax advisors as to legal, business, tax and related matters concerning the information contained in this Presentation and such offering and in order to make an independent determination of the suitability and consequences of a potential investment in the Fund.

Images in this Presentation are provided for illustrative purposes only and may not be representative of an entire asset or portfolio or of any fund's entire portfolio. Such images may be digital renderings of investments rather than actual photos.

To ensure compliance with Internal Revenue Circular 230, you are hereby notified that any discussion of tax matters set forth in this Presentation was written in connection with the promotion or marketing of the transactions or matters addressed herein and was not intended or written to be used, and cannot be used by any prospective investor, for the purpose of avoiding tax-related penalties under federal, state or local tax law.

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When TCG Securities presents a fund, strategy or other product to a prospective investor, TCG Securities does not evaluate any information necessary to determine whether an investment in the fund, strategy or other product is in the best interests of, or is suitable for, the investor. You should exercise your own judgment and/or consult with a professional advisor to determine whether it is advisable for you to invest in any Carlyle strategy or product. TCG Securities will not make any recommendation regarding, and will not monitor, any investment made by any investor in any Carlyle fund, strategy or other product. For financial advice relating to an investment in any Carlyle fund, strategy or product, contact a professional advisor.

Table of Contents

OVERVIEW

Carlyle Realty Partners IX ("CRP IX")

CRP IX seeks to continue Carlyle Realty's established, successful investment strategy focused on opportunistic U.S. real estate

Stable, Experienced Investment Team

- Carlyle Realty senior professionals include 20 Managing Directors who have an average of 26 years of real estate industry experience, with an average Carlyle tenure of 17 years
- 18 of the 20 Managing Directors have worked together at Carlyle for over a decade
- Deep market presence with an investment team of 113 professionals across four offices

Distinctive Fund Construction Principles

1) **Diversification**: Limit property-specific idiosyncratic risk by making a relatively large number of investments, reducing exposure to any one position
2) **Sector Selection**: Invest in demographically and technologically driven sectors where Carlyle Realty believes it can achieve premium returns while managing risk
3) **Asset-Level Business Plans**: Create asset-level business plans with elements that are expected to elevate an asset's income level to limit dependence on market improvement, including renovating, developing and repositioning assets

All information as of December 31, 2020.

U.S. Real Estate Investment Team

Experienced Senior Leadership Team with Expertise, Continuity and Depth

Robert G. Stuckey
Head of U.S. Real Estate
22 years Carlyle Tenure / 32 years real estate experience

Sourcing – 13 Professionals → **Transactions** – 30 Professionals → **Asset Management**[2] – 70 Professionals

Paul B. Brady	Global Partner	Sourcing	23 years Carlyle Tenure	28 Years RE Experience
David B. Daniel	Global Partner	Transactions	20 years Carlyle Tenure	28 Years RE Experience
Michael Gershenson	Global Partner	Sourcing	19 years Carlyle Tenure	20 Years RE Experience
Barbara A. Murphy	Global Partner	Asset Management	20 years Carlyle Tenure	32 Years RE Experience
Chip S. Lippman	Global Partner	Sourcing	22 years Carlyle Tenure	31 Years RE Experience
Edward B. Samek	Global Partner	Sourcing	20 years Carlyle Tenure	22 Years RE Experience
Mark J. Schoenfeld	Global Partner		29 years Carlyle Tenure	39 Years RE Experience
James S. Williams	Global Partner		14 years Carlyle Tenure	40 Years RE Experience

113
Investment Professionals

17 years
Senior Leadership Team Average Carlyle Tenure[1]

26 years
Senior Leadership Team Average RE Experience[1]

981 Investments
with the same team

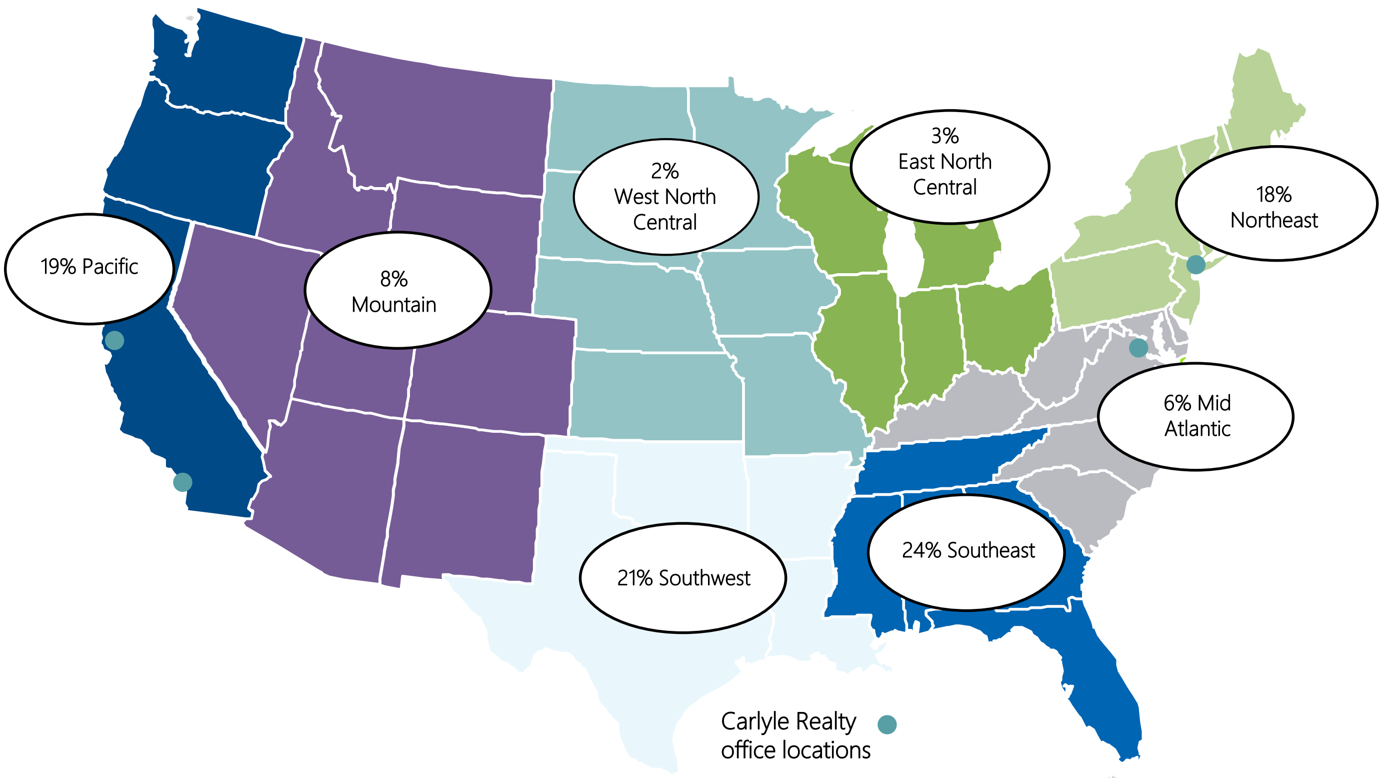
As of December 31, 2020. There can be no assurance that Carlyle will be able to implement its investment strategy or achieve its investment objectives. There can be no guarantee that such leadership team will not change in the future

1 Includes the 20 Carlyle Realty Investment Professionals at the Managing Director level and above.

2 Carlyle has established a number of specialist resources within the Asset Management group that provide support to investment advisory teams and portfolio companies and, as set forth in Appendix A—"Detailed Summary of Partnership Terms—Partnership Expenses" and Section V—"Risk Factors and Potential Conflicts of Interest—Allocation of Expenses," in the Memorandum, allocable compensation and other direct expenses in respect of such resources may be borne by the Fund

Deep Market Presence

Market Concentration For Recent Carlyle Realty Funds



Top 5 MSAs	%
New York	12%
Atlanta	8%
Houston	7%
Dallas / Fort Worth	6%
Austin	5%

All information as of December 31, 2020. Includes CRP Predecessor Funds VI-VIII only as Carlyle Realty believes that such funds are the most comparable with respect to the type of strategy the Fund will seek to pursue, in particular in respect of the focus on Demographic-Driven Sectors (as compared to GDP-Driven Sectors). Additional information, including in respect of the other Predecessor Funds, is available upon request.

Percentages are based on invested amounts, based on peak equity in Predecessor Funds including co-investments sponsored by Carlyle. Elements of the investment strategy, focus and terms of certain of the Predecessor Funds differed from that of Fund, including portfolio diversification regarding the size, number, sector, property type, leverage and geography of investments, and there is no guarantee that the Fund will continue to invest in the geographic areas shown above or will achieve its investment objectives. Additionally, the investment objective and investment strategy of the Fund is significantly broader than and different from the investment objective and investment strategy of the Credit Funds. For detailed performance and other information regarding Carlyle Realty investments, please see Appendix D—"Carlyle Realty Individual Investment Performance" of the Memorandum.

RISK MITIGATION THROUGH FUND CONSTRUCTION

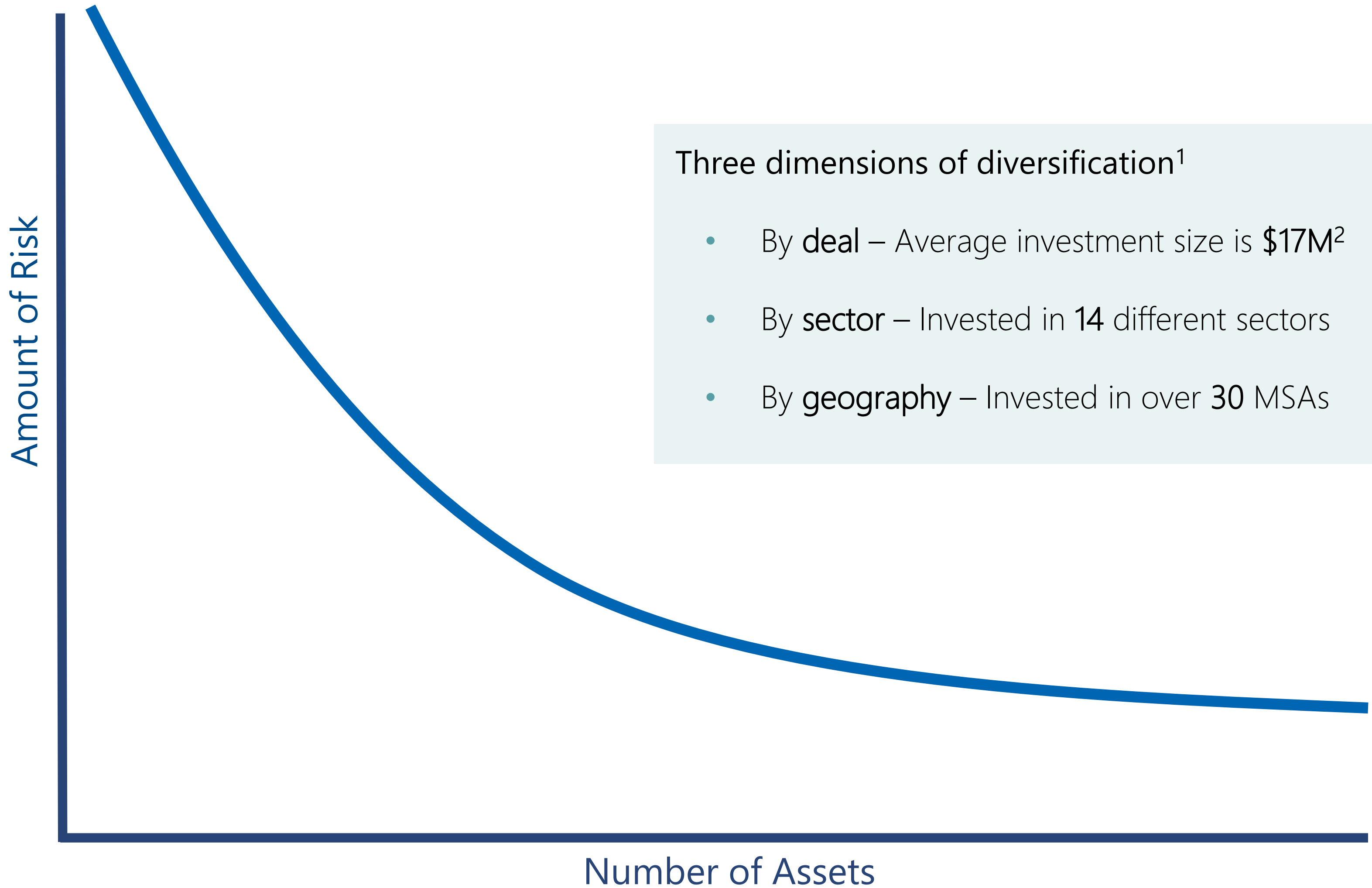
Distinctive Fund Construction Principles

Seek attractive risk-adjusted returns by employing distinctive fund construction principles

1. Diversification
2. Sector Selection
3. Asset-Level Business Plans

Fund Construction Framework

Diversification For Recent Carlyle Realty Funds



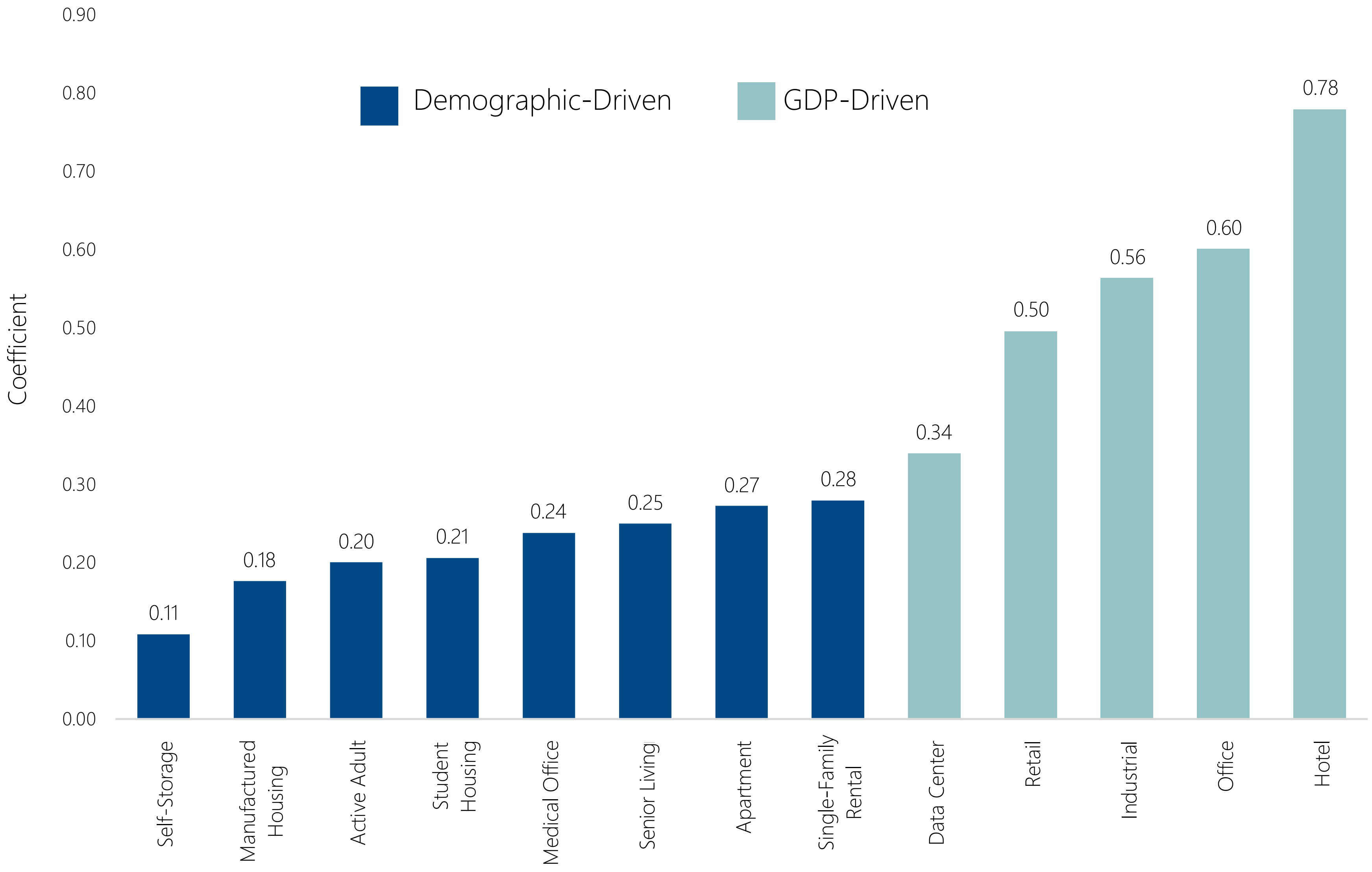
Three dimensions of diversification[1]

- By **deal** – Average investment size is **$17M**[2]
- By **sector** – Invested in **14** different sectors
- By **geography** – Invested in over **30** MSAs

As of December 31, 2020. For illustrative purposes only. The figure above is not intended to identify the actual risk inherent in any investment. Carlyle believes that increased diversification is correlated with reduced risk but there can be no assurance that any fund will achieve its investment objectives or that all capital will be returned. There can be no guarantee that the portfolio diversification metrics presented above will continue or that Carlyle will continue to seek to or achieve a similarly diversified portfolio. Please see Notice to Recipients for additional important information.

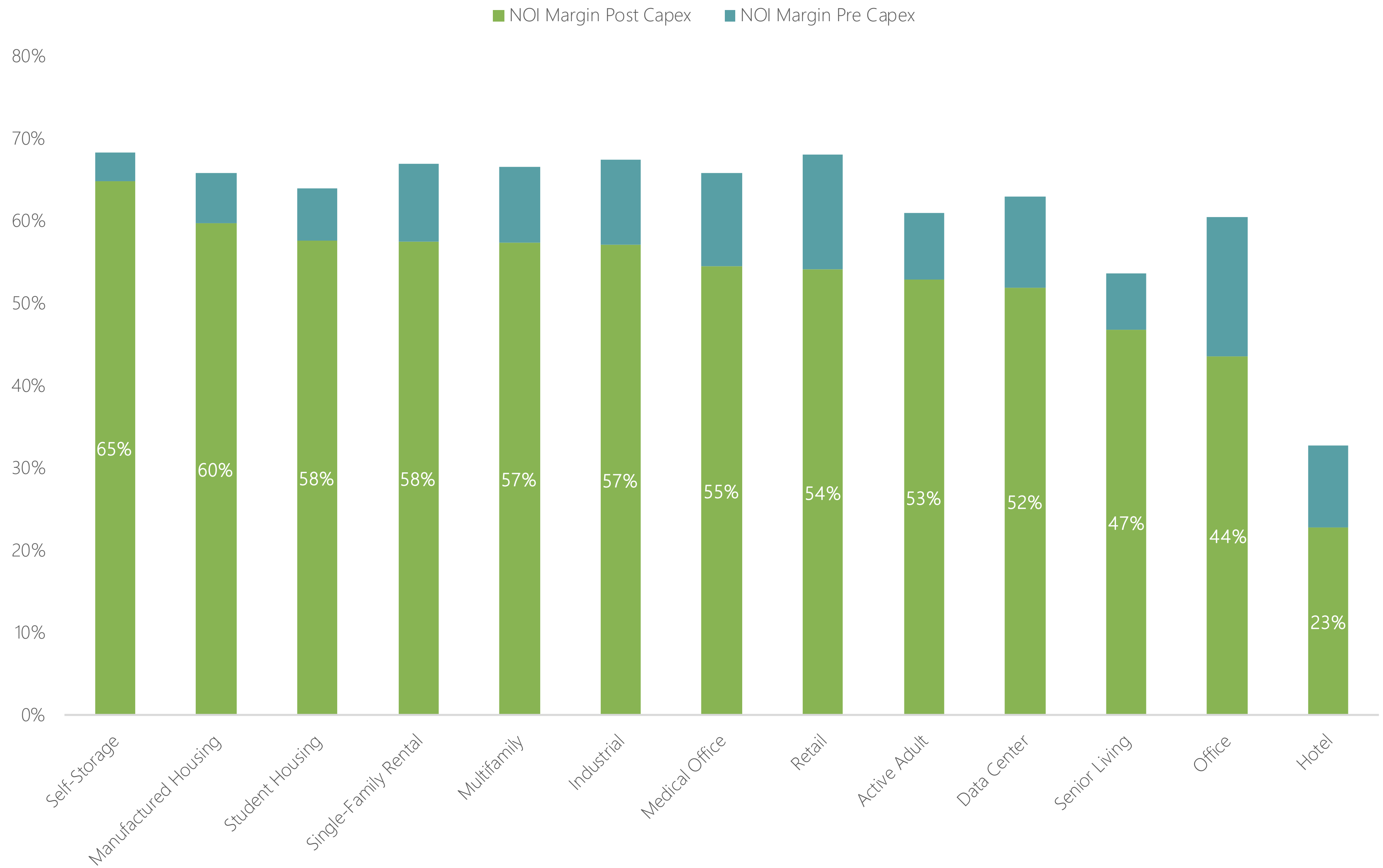
1. Includes CRP Predecessor Funds VI-VIII only as Carlyle Realty believes that such funds are the most comparable with respect to the type of strategy the Fund will seek to pursue, in particular in respect of the focus on Demographic-Driven Sectors (as compared to GDP-Driven Sectors). Additional information, including in respect of the other Predecessor Funds, is available upon request.
2. Average investment size based on equity as of December 31, 2020.

Estimated Sensitivity of Cash Flows to GDP (Beta)



Provided for informational illustrative purposes only. No assurance is given that current market conditions and related trends will continue. Source: Carlyle, Bloomberg, Yahoo! Finance, July 2020.

Operating Margins by Property Type



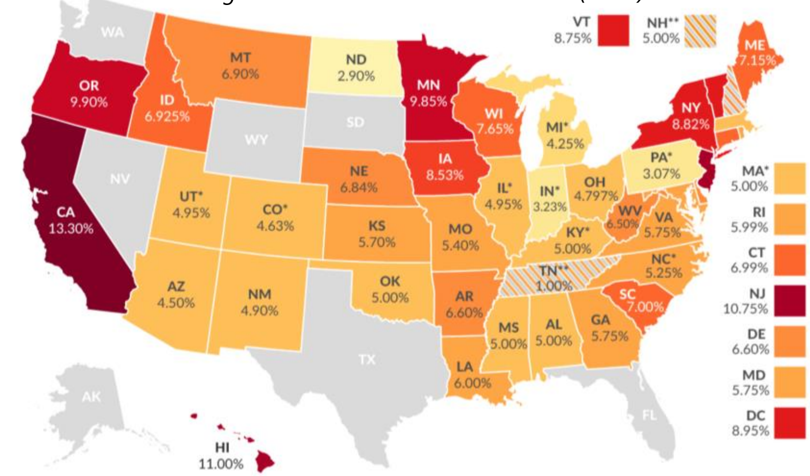
Provided for informational illustrative purposes only. No assurance is given that current market conditions and related trends will continue.
Source: Green Street Advisors, Carlyle Analysis of Portfolio Data, May 2020.

Demographic Trends – Accelerated Migration Patterns

- **Trend #1: Urban-to-Suburban**
  - Prior to the pandemic, a trend of movement from urban to suburban area was in-place, and was accelerated by COVID
- **Trend #2: High Tax to Low Tax States**
  - Areas with lower tax rates are more attractive to both retirees (Baby Boomers) and starter families (Aging Millennials) seeking a lower cost of living
- **Trend #3: Cooler to Warmer Climates**
  - Baby Boomers, who comprise 22% of the total US population and are forecasted to grow over 3% through 2025, favor warm weather in retirement

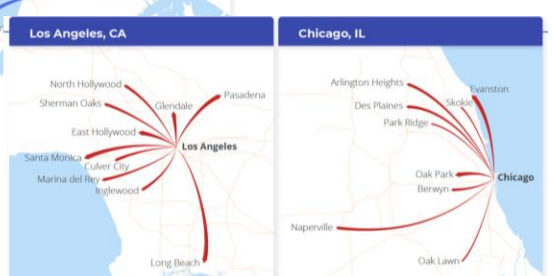
Trend #2: Migration from High Tax to Low Tax States

Marginal Individual Income Tax Rates (2020)



Trend #1: Migration from Urban to Suburban Areas

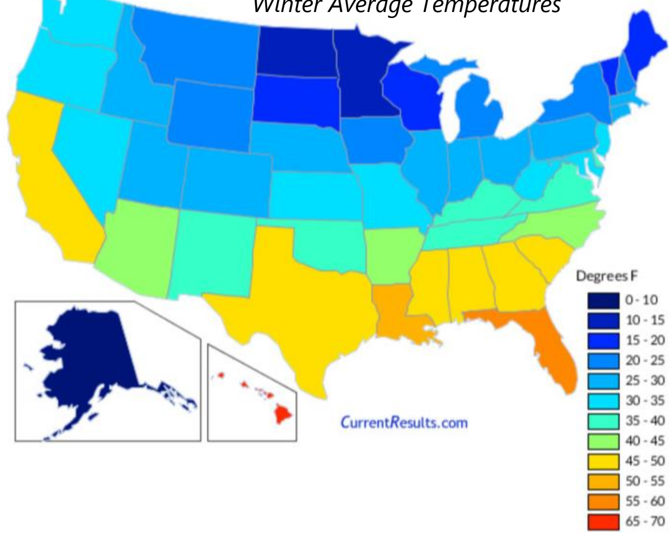
Arrows represent movement between city centers and suburbs between February and July 2020



The wider the arrow, the greater the number of movers to each area

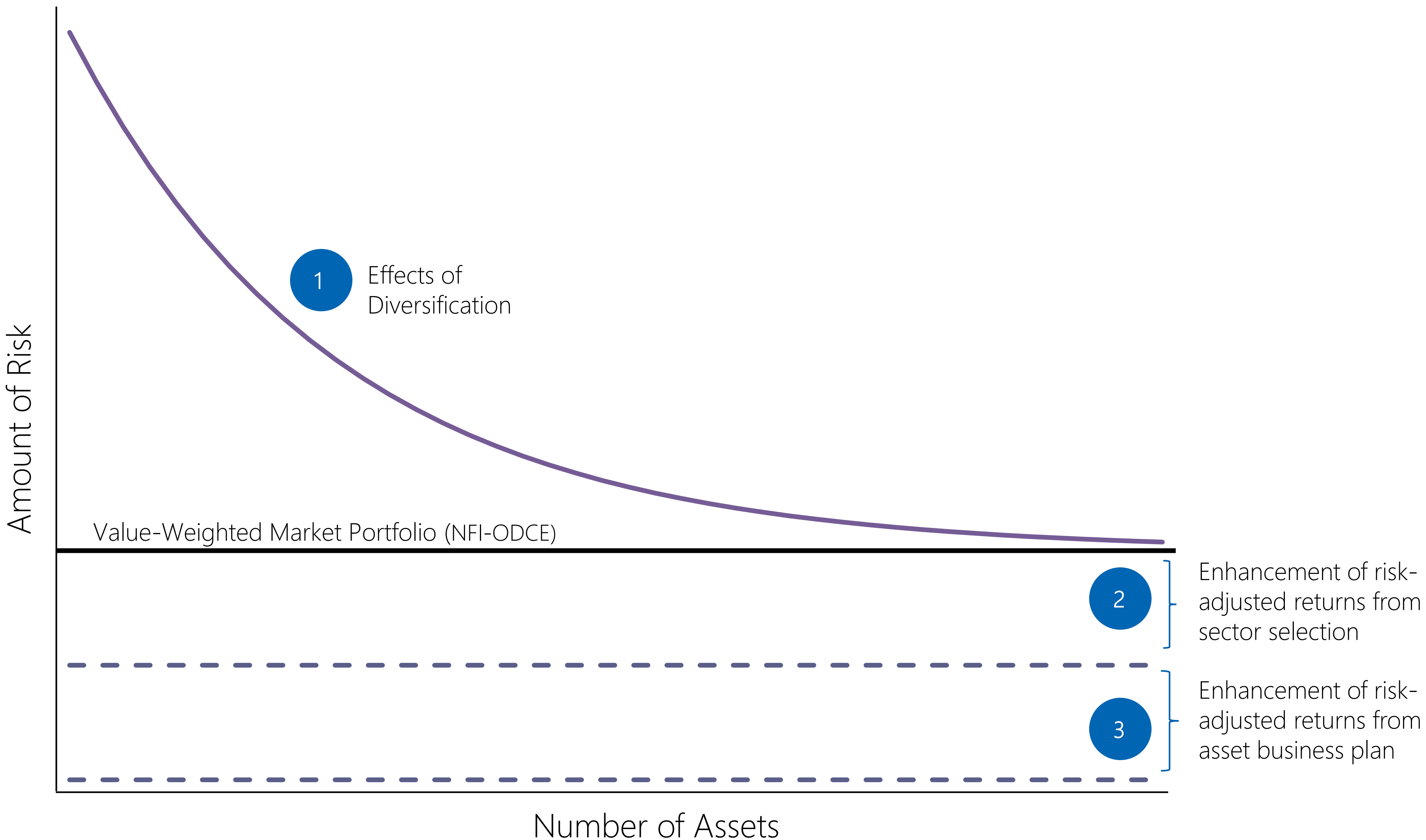
Trend #3: Migration from Cooler to Warmer Climates

Winter Average Temperatures



For illustrative purposes only. No assurance is given that current market conditions and related trends will continue or that any related projections will ultimately materialize. Please see the Notice to Recipients and Certain Summary Risk Factors—Coronavirus and Public Health Emergencies for additional important information. Source: MYMOVE Migration Coronavirus Moving Study, October 12, 2020.

Asset-Level Business Plans



For illustrative purposes only. Note that this illustrates idiosyncratic risk on three levels, incorporating Principles of Corporate Finance by Brealey, Myers Allen, 12th edition, figure 7.11 in level (1) effects of diversification and Carlyle analysis of internal portfolio data into level (2) enhancement of risk-adjusted returns from sector section and level (3) enhancement of risk-adjusted returns from asset business plan. Carlyle believes risk can be mitigated (but not eliminated) by applying the principals of fund construction described above but there can be no assurance that any fund will achieve its investment objectives or that all capital will be returned. In addition, there are significant differences between the types of securities and assets typically acquired by an investment fund, including the Fund and the investments covered by the NFI ODCE index (also known as the NCREIF Fund Index – Open-End Diversified Core Equity). Accordingly, prospective investors should attach correspondingly qualified consideration to the information presented in the Figure above. Please see the Notice to Recipients for additional important information on comparisons to indexes.

APPENDIX

Distressed Sector Overview

	Office	Retail	Hotel
Public Market Pricing[1]	Early COVID (2/21/20 – 3/20/20) -44%	Early COVID (2/21 – 3/20/20) -59%	Early COVID (2/21 – 3/20/20) -52%
	COVID Recovery (10/30/20 – 2/19/21) 26%	COVID Recovery (10/30/20 – 2/19/21) 56%	COVID Recovery (10/30/20 – 2/19/21) 77%
	Overall COVID (2/21/20 – 2/19/21) -35%	Overall COVID (2/21/20 – 2/19/21) -22%	Overall COVID (2/21/20 – 2/19/21) -7%
Debt Overhang & Delinquency Rates	Estimated Debt Level ($) $1.2 Trillion $4.3 Billion in Outstanding Distress	Estimated Debt Level ($) $1.0 Trillion $23.3 Billion in Outstanding Distress	Estimated Debt Level ($) $500 Billion $24.6 Billion in Outstanding Distress
	Delinquency Rate (30+ Days) Current: 2.1% Feb. 2020: 1.7%	Delinquency Rate (30+ Days) Current: 12.7% Feb. 2020: 3.6%	Delinquency Rate (30+ Days) Current: 19.2% Feb. 2020: 1.6%
Vacancy Rate & Rent Growth Implications	Vacancy Rate Current: 18% Feb. 2020: 12% Availability Rate Current: 20% Feb. 2020: 14% *Note: Difference between vacancy and availability attributed to subleases*	Vacancy Rate Current: 11% Feb. 2020: 6%	Vacancy Rate Current: 52% Feb. 2020: 35%

Office:

	2020	2021	2022
Cushman & Wakefield	3.0%	-6.5%	-2.3%
CBRE	-1.9%	0.1%	2.5%
REIS	-10.4%	-1.3%	1.4%

Retail:

	2020	2021	2022
REIS	-3.2%	-6.1%	-0.9%
CBRE	-4.6%	-2.8%	0.4%
Green Street	-12.0%	-7.4%	0.6%

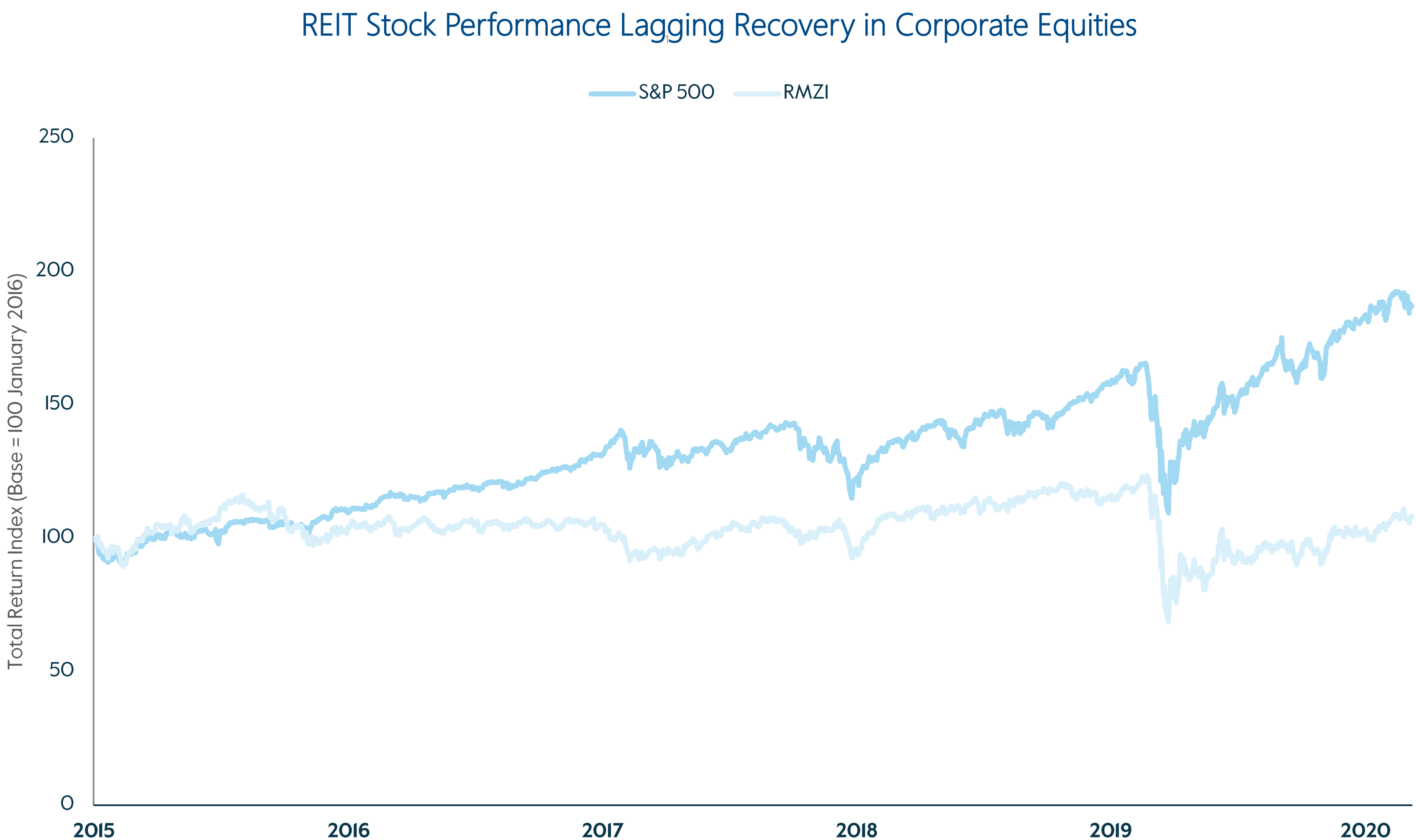
Hotel:

	2020	2021	2022
STR	-52.3%	37.9%	--
Green Street	-61.7%	39.1%	38.6%

For illustrative purposes only. As of February 2021. There can be no guarantee the trends described above will continue. Please see the "Notice to Recipients" for important information including regarding forward looking statements.

1. These numbers reflect performance of US REITs. Office consists of: AAT, BXP, BDN, OFC, CUZ, DEI, ESRT, EQC, HIW, HPP, JBGS, KRC, CLI, PGRE, PDM, SLG, VNO, WRE; Retail consists of: MAC, SPG, SKT, TCO, AKR, BRX, FRT, KIM, REG, ROIC, RPAI, SITC, UE, WRI; Hotel consists of: DRH, HST, PK, PEB, RLJ, SHO. There are substantial and material differences between public US REIT performance and the performance of Carlyle Realty Funds, including in respect of differences in degree of risk, market volatility, liquidity, existence of dividends and other characteristics, including for example only, different investment characteristics than public EU REITs, and therefore the investments made by such prior funds are expected to differ significantly from the investments made by the REITs referred to above. The performance of the public EU REITs has not been selected to represent an appropriate benchmark to compare the performance of the Carlyle Realty Funds, but rather is disclosed to illustrate the current market environment. No representation is made that the Fund will meet or exceed the performance of any of the public US REITs depicted herein. Accordingly, investors should attach correspondingly qualified considerations to the information in this chart.

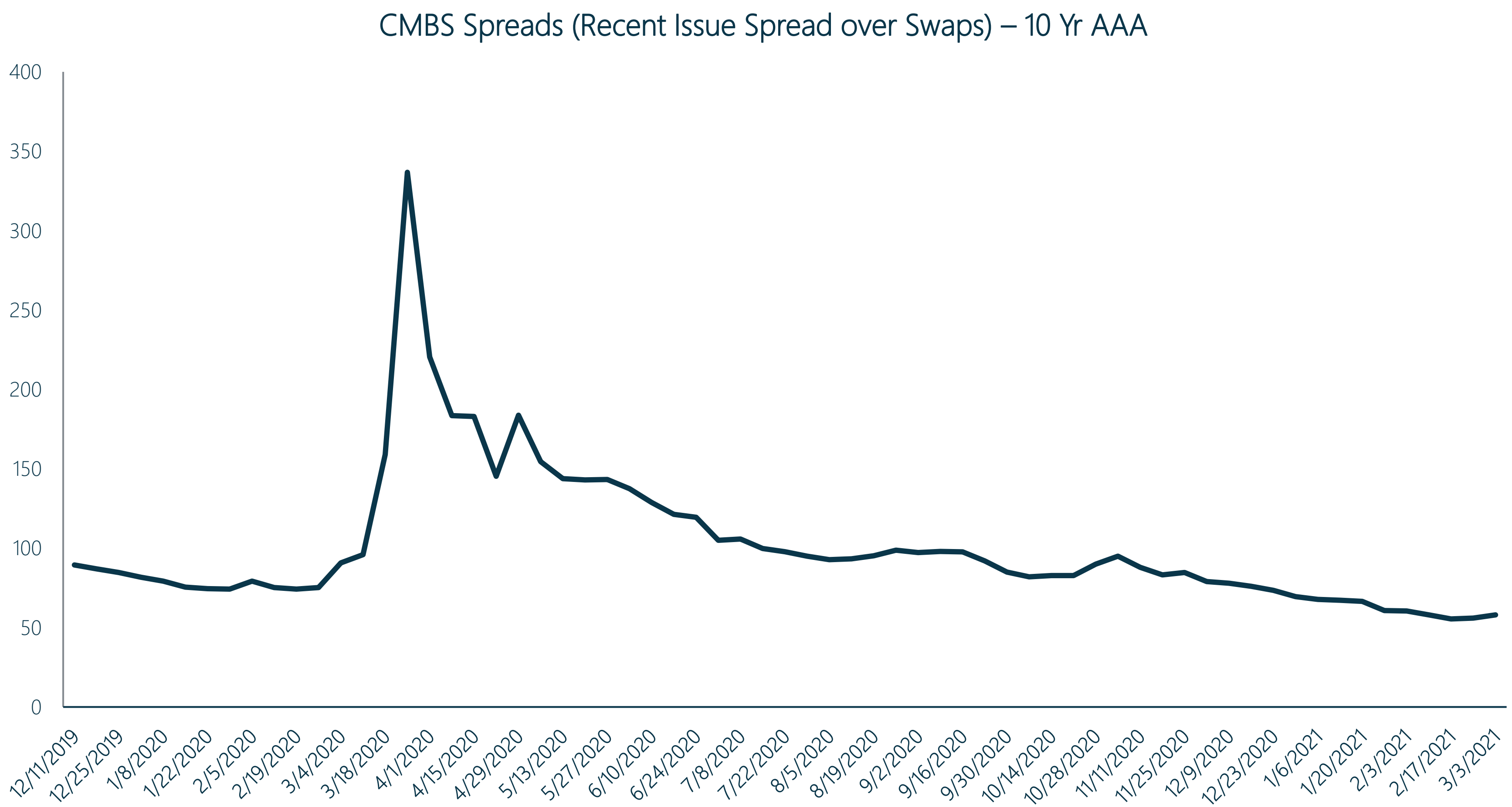
Appendix | Capital Markets



Source: Carlyle; Bloomberg. Data available as of March 8, 2021. For illustrative purposes only. No assurance can be given that yield trends will continue. Please see the "Notice to Recipients" for important information on comparison to indexes.

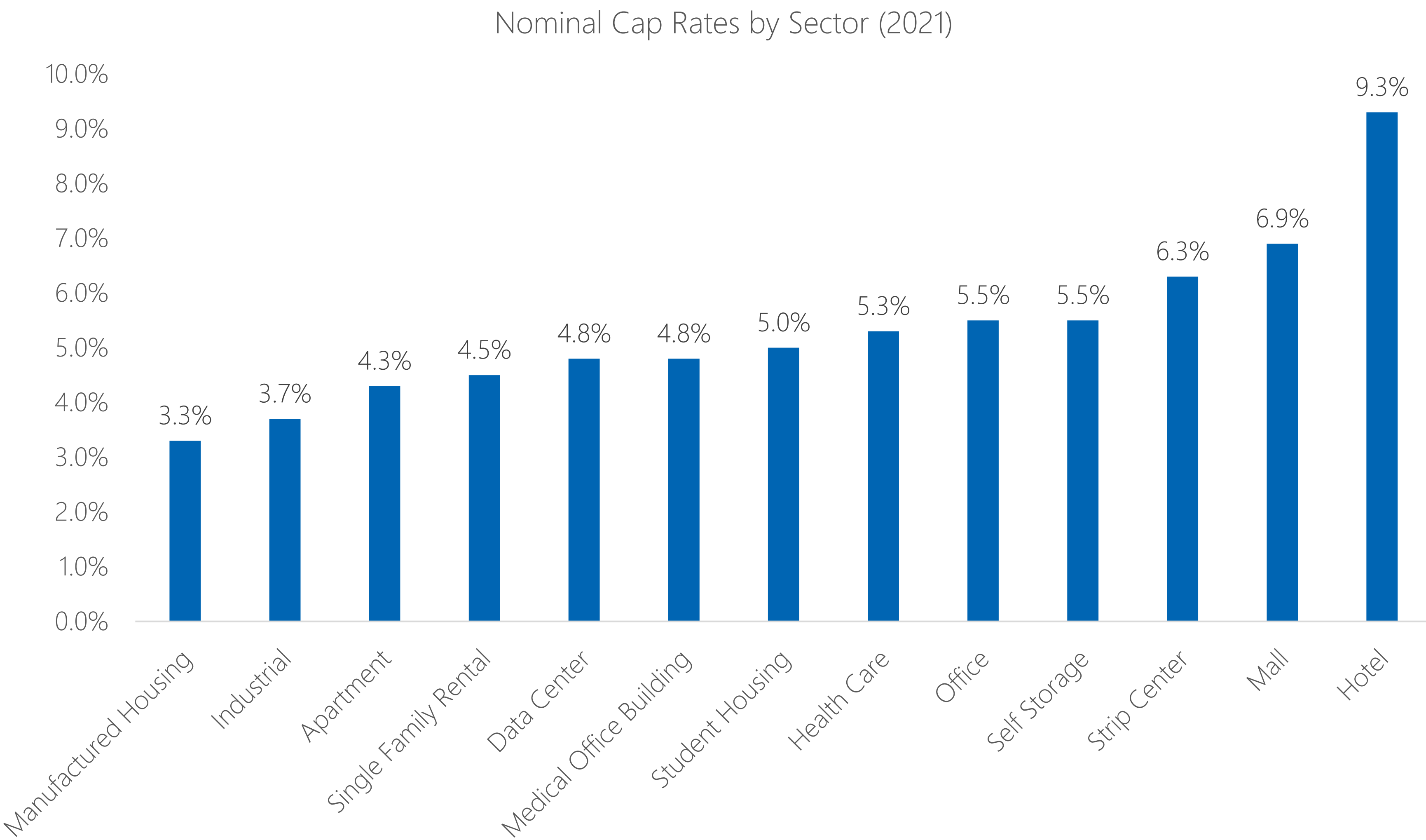
1. The MSCI US REIT Index is a free float-adjusted market capitalization weighted index that is comprised of equity Real Estate Investment Trusts (REITs). The index is based on the MSCI USA Investable Market Index (IMI), its parent index, which captures the large, mid and small cap segments of the USA market. With 140 constituents, it represents about 99% of the US REIT universe and securities are classified under the Equity REITs Industry (under the Real Estate Sector) according to the Global Industry Classification Standard (GICS®), have core real estate exposure (i.e., only selected Specialized REITs are eligible) and carry REIT tax status.

Spreads Declining from Peak Levels as Market Volatility Moderates



Source: Commercial Mortgage Alert, data available as of March 2021.
For illustrative purposes only. No assurance can be given that yield trends will continue. Please see the "Notice to Recipients" for important information.

Cap Rates Increase for GDP-Driven Sectors Since Start of COVID-19



Source: Carlyle analysis of nominal cap rate data from Green Street Advisors "Real Estate Securities Monthly" report, available as of February 26, 2021.
For illustrative purposes only. No assurance can be given that yield trends will continue. Please see Notice to Recipients for important information.

Certain Summary Risk Factors

Potential investors should be aware that an investment in the Fund involves a high degree of risk and, therefore, should be undertaken only by investors capable of evaluating the risks of the Fund and bearing the risks it represents. There can be no assurance that a limited partner in the Fund will receive a return of capital. In addition, there will be occasions when the Fund's general partner, investment advisor and their affiliates may encounter actual and potential conflicts of interest with respect to the Fund. The following is a summary of only certain risks and potential conflicts of interest associated with an investment in the Fund and is qualified in its entirety by the more detailed considerations in the "Risk Factors and Potential Conflicts of Interest" section of the Memorandum, which must be reviewed carefully prior to an investment in the Fund.

Real Estate Risks Generally—The Fund's investments will be subject to the risks inherent in the ownership and operation of real estate and real estate-related businesses and assets. These risks include, but are not limited to, the burdens of ownership of real property, catastrophic loss, environmental liabilities, energy and supply shortages, fluctuations in real estate fundamentals (including the average occupancy and operating income), the financial resources of tenants, changes in building, environmental and other laws and/or regulations, changes in real property tax rates, changes in interest rates and the availability of debt financing and/or mortgage funds which may render the sale or refinancing of properties difficult or impracticable, and other factors which are beyond the control of the Fund's general partner or its investment advisors. No assurance can be given that real estate businesses and assets can be acquired or disposed of at favorable prices or that the market for such assets will either remain stable, recover or improve, as applicable, since this will depend upon events and factors outside the control of the General Partner.

Market Conditions and Opportunities—The Fund's strategy relies, in part, upon the availability of investment opportunities identified by the General Partner at prices considered favorable, the continuation of existing market conditions or trends with respect to the real estate market, and, in some circumstances, upon more favorable market conditions or disposition opportunities existing prior to the termination of the Fund. No assurance can be given that such conditions, trends or opportunities will arise or continue, as applicable, or that investments can be acquired or disposed of at favorable prices or that the market for such investments will remain stable and, as applicable, grow or improve as the Fund disposes of its investments, since this will depend upon events and factors outside the control of the General Partner.

No Assurance of Investment Return—There can be no assurance that the Fund's objectives will be achieved or that an investor will receive any return on its investment in the Fund. The Fund's performance may be volatile. An investment should only be considered by persons who can afford a loss of their entire investment. Past activities of investment entities sponsored by Carlyle provide no assurance of future results.

Highly Competitive Market for Investment Opportunities—The activity of identifying, completing and realizing attractive real estate investments is highly competitive, and involves a high degree of uncertainty. There can be no assurance that the Fund will be able to locate, consummate and exit real estate investments that satisfy the Fund's rate of return objectives or realize upon their values or that it will be able to invest fully its committed capital.

Leverage—The Fund's investments are expected to utilize significant leverage. Although the General Partner will seek to use leverage in a manner it believes is prudent, such leverage will increase the exposure of an investment to adverse economic factors such as rising interest rates, downturns in the economy or deteriorations in the condition of the investment. If the Fund defaults on secured indebtedness, the lender may foreclose and the Fund could lose its entire investment in the security for such loan. Because the Fund may engage in portfolio financings where several investments are cross-collateralized, multiple investments may be subject to the risk of loss. In addition, recourse debt, which the Fund reserves the right to obtain, may subject other assets of the Fund and the investors' capital commitments to the risk of loss. The General Partner may also cause the Fund, at the Fund's expense, to incur Fund-level debt, such as debt resulting from bridge, subscription and asset-backed facilities. Borrowings may be secured by assignment of the obligations of the Limited Partners to make Capital Contributions to the Fund and a security interest in one or more investments.

Hedging Policies/Risks—In connection with the financing of certain investments, the Fund may employ hedging techniques designed to protect the Fund against adverse movements in currency and interest rates, tenant credit deterioration, declines in the public market price of the investments or other risks. While the Fund may benefit from the use of these hedging mechanisms, unanticipated changes in interest rates, currency exchange rates or securities prices may result in a poorer overall performance for the Fund than if it had not entered into such hedging transactions.

Limited Liquidity—There is no organized secondary market for investors' interests in the Fund, and none is expected to develop. There are restrictions on withdrawal and transfer of Interests in the Fund.

Diversification—The Fund may make a limited number of real estate investments and, as a consequence, may be substantially adversely affected by the unfavorable performance of even a single investment.

Material, Non-Public Information—By reason of their responsibilities in connection with other activities of Carlyle, certain employees of the general partner, the investment advisor and their respective affiliates may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The Fund will not be free to act upon any such information. Due to these restrictions, the Fund may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

Reliance on Key Management Personnel and Property Management—The success of the Fund will depend, in large part, upon the skill and expertise of certain Carlyle professionals. In the event of the death, disability or departure of any such key Carlyle professionals, the business and the performance of the Fund may be adversely affected. In addition, although the Fund's general partner and the investment advisor will be responsible for monitoring the performance of each investment of the Fund, each property's day-to-day operations will be the responsibility of the property's manager, which could be a joint-venture partner or operating partner of the Fund or a third-party property manager engaged by any of them.

Absence of Regulatory Oversight. Notwithstanding that the Fund's investment adviser is registered as an investment adviser under the U.S. Investment Advisers Act of 1940, as amended, and that the Fund may be considered similar in some ways to an investment company, the Fund is not required and does not intend to register as such under the 1940 Act and, accordingly, investors are not afforded the protections of the 1940 Act.

Default or Excuse—If a limited partner of the Fund defaults on or is excused from its obligation to contribute capital to the Fund, other limited partners thereof may be required to make additional contributions to the Fund to replace such shortfall. In addition, an investor in the Fund may experience significant economic consequences should it fail to make required capital contributions including, for expenses.

Certain Summary Risk Factors (continued)

Coronavirus and Public Health Emergencies—As of the date of this Presentation, there is an ongoing pandemic of a novel and highly contagious form of coronavirus ("COVID-19"). The outbreak of COVID-19 has resulted in numerous deaths, adversely impacted global commercial activity, and contributed to significant volatility in certain equity, debt, derivatives and commodities markets. The extent and duration of such negative impact, to the private equity industry, and global markets as a whole, is currently unknown.

Any public health emergency, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof, could negatively impact the Fund and its portfolio companies and could meaningfully affect the Fund's ability to fulfill its investment objectives.

The extent of the impact of any public health emergency on the Fund's and the portfolio companies' operational and financial performance will depend on many factors, including but not limited to the duration and scope of such public health emergency, the extent of any related travel advisories and voluntary or mandatory government restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and spending levels, the extent of government support and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. For this reason, valuations in this environment are subject to heightened uncertainty and subject to numerous subjective judgments, any or all of which could turn out to be incorrect with the benefit of hindsight. Furthermore, traditional valuation approaches that have been used historically may need to be modified in order to effectively capture fair value in the midst of significant volatility or market dislocation. The effects of a public health emergency may negatively impact the value and performance of portfolio companies, the Fund's ability to source, manage and divest investments (including but not limited to circumstances where potential transactions are already signed but not closed) and the Fund's ability to achieve its investment objectives, all of which could result in significant losses to the Fund. Any such disruptions may continue for an extended period of time. In addition, the operations of the Fund, the portfolio companies, and Carlyle may be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, voluntary and precautionary restrictions on travel or meetings and other factors related to a public health emergency, including its potential adverse impact on the health of the personnel of any such entity, including possibly that key executives, or personnel of any such entity's key service providers. The impact to businesses in such circumstances has been and is expected to continue to be substantial.

In connection with the impacts of the current pandemic and any future such public health crisis, the Fund is expected to incur heightened legal expenses which could similarly have an adverse impact to the Fund's returns. For example, but not by limitation, the Fund or portfolio companies may be subject to heightened litigation and its resulting costs, which costs may be significant and are expected to be borne by the Fund and/or its portfolio companies. There is also a heightened risk of cyber and other security vulnerabilities during the current public health emergency and any future one, which could result in adverse effects to the Fund or the portfolio companies in the form of economic harm, data loss or other negative outcomes.

Deteriorating Current Market Conditions. Recipients should note that the ongoing COVID-19 coronavirus pandemic and the ensuing global market turmoil, unprecedented global travel restrictions and regional and country-wide quarantines that have been implemented by governments around the world and the slowing and/or complete idling of certain significant U.S. and global businesses and sectors, have led to economic downturns in North America, Europe and elsewhere.. The global ramifications of the outbreak are rapidly evolving, and many countries have reacted by instituting (or strongly encouraging) quarantines, prohibitions on travel, the closure of offices, businesses, factories, schools, retail stores, restaurants, hotels, courts and other public venues, and other restrictive measures designed to help slow the spread of COVID-19. Many businesses are also implementing similar precautionary measures. Such measures, as well as the general uncertainty surrounding the dangers and impact of COVID-19, are creating significant disruption in the global public and private markets, supply chains and economic activity and are especially impactful on transportation, hospitality, tourism, entertainment and other industries. The recent market disruptions and economic downturn caused by COVID-19 and its effects may increase the rate of lease termination by tenants or have other negative impacts on real estate investments. Moreover, with the continued spread of COVID-19, governments and businesses are likely to continue to take aggressive measures to help slow its spread. Carlyle beliesvs the global economy has likely entered another recession and expects that a sustained downturn in the U.S. or global economy (or any particular segment thereof) or weakening of credit markets (including a perceived increase in counterparty default risk) could adversely affect the Fund's profitability, impede the ability of the Fund's portfolio investments to perform under or refinance any debt obligations, impair the Fund's ability to effectively deploy its capital or realize investments on favorable terms and may have an adverse impact on the availability of credit to businesses generally, which in turn may have an adverse impact on the business and operations of the Fund. It is likely that the recovery from this global recession will be relatively slow and uneven across regions and sectors and that investor and occupier mindsets may change, following the COVID-19 pandemic. For these reasons, among others, as COVID-19 continues to spread, the potential impacts, including a global, regional or other economic recession (which recessions some financial experts opine have already arrived), are increasingly uncertain and difficult to assess.

Change of Law Risk—In addition to the risks regarding regulatory approvals, it should be noted that government counterparties or agencies may have the discretion to change or increase regulation of a portfolio investment's operations, or implement laws or regulations affecting the portfolio investment's operations, separate from any contractual rights it may have. A portfolio company or project also could be materially and adversely affected as a result of statutory or regulatory changes or judicial or administrative interpretations of existing laws and regulations that impose more comprehensive or stringent requirements on such company. Governments have considerable discretion in implementing regulations, including, for example, the possible imposition or increase of taxes on income earned by a portfolio company or gains recognized by the Fund on its investment in such portfolio company, that could impact a portfolio company's business as well as the Fund's return on investment with respect to such portfolio company.

Investments with Third Parties in Partnerships and Other Entities—The Fund intends to enter into partnerships, joint ventures and/or other contractual arrangements with third parties in respect of certain investments. Such arrangements may involve risks not present in investments where a third party is not involved, including the possibility that a third party partner or co-venturer may have financial difficulties, may be unable or unwilling to perform its duties or obligations under the relevant agreements, may have economic or business interests or goals which are inconsistent with those of the Fund, or may be in a position to take (or block) action in a manner contrary to the Fund's investment objectives. In addition, the Fund may in certain circumstances be liable for the actions of its third party partners or co-venturers. To the extent any of the foregoing occur, it may negatively impact the value or performance of the relevant investment or the Fund's interest therein resulting in materially lower returns to the Fund, including a complete loss of invested capital. No assurance can be given that any such third party will adequately perform their duties or obligations pursuant to any such arrangement. Furthermore, investments made with third parties in joint ventures or other entities may involve preferred equity treatment, carried interests and/or other fees payable to such third party partners or co-investors.

Potential Conflicts of Interest—There may be occasions when the general partner and/or advisor to the Fund and their affiliates will encounter potential conflicts of interest in connection with the Fund's activities including, without limitation, the allocation of investment opportunities, and the diverse interests of the Fund's limited partner group.

THE FOREGOING DOES NOT PURPORT TO BE A COMPLETE LIST OF THE RISKS AND CONFLICTS INVOLVED IN AN INVESTMENT IN THE FUND. POTENTIAL INVESTORS SHOULD READ THE OFFERING DOCUMENTS AND THE FUND'S GOVERNING AGREEMENT IN THEIR ENTIRETY BEFORE DECIDING WHETHER TO INVEST IN THE FUND AND SHOULD CONDUCT THEIR OWN DILIGENCE OF THE OPPORTUNITY AND IDENTIFY AND MAKE THEIR OWN ASSESSMENT OF THE RISKS INVOLVED.

SHAWN T. WOODEN
TREASURER

State of Connecticut
Office of the Treasurer

DARRELL V. HILL
DEPUTY TREASURER

May 7, 2021

Members of the Investment Advisory Council ("IAC")

RE: Covenant Apartment Fund X, L.P.

Dear Fellow IAC Member:

At the May 12, 2021 meeting of the IAC, I will present for your consideration an investment opportunity for the Real Assets Fund in the Connecticut Retirement Plans and Trust Funds (the "CRPTF"): Covenant Apartment Fund X, L.P. ("Covenant X"" or the "Fund"). This opportunity is sponsored by of Covenant Capital Group, LLC, a Nashville based investment firm focused on acquiring and renovating U.S. multifamily rental communities primarily within the Southeastern, and secondly within certain Mid-Atlantic, Midwest and Southwestern regions.

I am considering a commitment of up to $100 million to the Fund which presents an opportunity for the CRPTF to enhance geographic diversification, total returns, and generate strong cashflows in a value-add strategy. The CRPTF has a long relationship with Covenant and has invested in four of their prior funds. The Fund, led by a team with deep experience in both the sector and geography, will seek to primarily acquire Class B apartment communities to apply the Firm's dedicated value-add investment strategy of buy/fix/sell. Further, Covenant's critical analysis of the employment sectors, demographics and broader economic drivers that influence the health of a particular market are expected to also enhance portfolio diversification.

Attached for your review is the recommendation from Steven Meier, Interim Chief Investment Officer, and the due diligence report prepared by NEPC. I look forward to our discussion of these materials at the next meeting.

Sincerely,

Shawn T. Wooden
State Treasurer

65 CAPITOL AVE, HARTFORD, CT 06106-1773, TELEPHONE: (860) 702-3000
AN EQUAL OPPORTUNITY EMPLOYER

OFFICE OF THE STATE TREASURER

MEMORANDUM

DECISION

TO: **Shawn T. Wooden, Treasurer**

FROM: **Steven Meier, Interim Chief Investment Officer**

CC: **Darrell V. Hill, Deputy Treasurer**
Raynald D. Leveque, Deputy Chief Investment Officer
Danita Johnson, Principal Investment Officer
Olivia Wall, Investment Officer
Kevin J. Cullinan, Chief Risk Officer

DATE: **April 29, 2021**

SUBJECT: **Covenant Apartment Fund X, L.P. – IAC Due Diligence**

Summary

The purpose of this memorandum is to recommend that the Connecticut Retirement Plans and Trust Funds ("CRPTF") consider a commitment of up to $100 million to Covenant Apartment Fund X, L.P. ("Covenant X" or the "Fund"). The Fund will be managed by the general partner, Covenant Apartment Investors X, LLC (the "GP"), a Delaware limited partnership and an affiliate of Covenant Capital Group, LLC, ("Covenant" or the "Firm"). Covenant, based in Nashville, TN, is exclusively focused on acquiring and renovating U.S. multifamily rental communities primarily within the Southeastern, and secondly within certain Mid-Atlantic, Midwest and Southwestern regions. Covenant X is targeting $400 million of capital commitments with a hard cap of $550 million. The Fund is expected to be oversubscribed, having closed over $350 million and invested approximately $90 million of capital as of mid-March 2021; the final closing is expected in late June 2021.

Strategic Allocation within the Real Assets Portfolio

The Fund's strategy falls under the real estate allocation of the Real Assets Fund ("RAF"). As of December 31, 2020, the RAF had a non-core real estate allocation of 41% which is within the target non-core allocation range of 40-60%. More broadly, as of December 31, 2020, the CRPTF's total real estate allocation by market value was 6.3%, which is underweight the policy target allocation of 10%. Pension Funds Management ("PFM") investment staff believe that an investment in the Fund is consistent with the asset class strategic plan to maintain steady commitments to the real estate sector and to bring the non-core strategy allocation closer to the policy target of 50%. The Fund's strategy, detailed below, is an opportunity for the RAF to enhance portfolio geographic diversification, total returns, and generate strong cashflow. The recommended commitment to Covenant X would be the CRPTF's fifth commitment with Covenant and would align with the RAF's strategic objective of adding direct exposure to high quality managers in RAF's existing portfolio. The table below details Connecticut's prior investments with Covenant.

($US in millions)

Fund	Vintage	Fund Status	CT Commitment	Total Fund Size
Covenant V	2006	Liquidated	$25	$159
Covenant VI	2008	Liquidated	$25	$140
Covenant VIII	2015	Harvesting	$30	$260
Covenant IX	2018	Invested	$50	$395
Total			**$130**	**$954**

Firm Overview

Founded in 2001, Covenant is a single office, full-service real estate and investment management firm based in Nashville, Tennessee. Since inception, the Firm has acquired and operated U.S. multifamily properties, primarily in Southeastern, and secondly in certain Mid-Atlantic, Midwest Southwestern regions. Covenant specializes in transforming A-/B quality properties into institutional-quality core-like assets through renovation and repositioning while seeking to maximize operating cash flow for investors.

Frederic Scarola and Govan White, (the "Founders"), collectively represent over 60 years of dedicated investment management, development, re-development, and asset management experience. The Founders are also the only two voting members of the Firm's Investment Committee and must unanimously vote to approve any investment decisions. Prior to Covenant's founding, Mr. Scarola worked at Brookside Properties and Insignia Capital Advisors, where he played major roles in the acquisition and disposition of multifamily rental apartment communities. Mr. White was previously with AmSouth Bank and responsible for managing the mortgage portfolio, and prior to that Fannie Mae, where he worked on securitizations and corporate strategy initiatives.

The Founders are supported by eleven other real estate professionals focused on sourcing, acquiring and managing the portfolio. The unique experience and synergies created by the Covenant team, combined with the strong track records of the Founders, creates a competitive advantage for Covenant in identifying and evaluating investment opportunities. Over the past 20 years, Covenant has invested in over 195 apartment communities, 10,250 units, with an aggregate value of approximately $3 billion, and raised over $1.3 billion in capital commitments across seven prior commingled funds and one separate account as of December 31, 2020.

Investment Strategy

Consistent with prior funds, Covenant X will seek to create a diverse portfolio of 25-35 multifamily assets primarily located in supply-constrained markets within Florida, Georgia, Kentucky, Maryland, North Carolina, South Carolina, Tennessee, Texas, Indiana, Alabama and Virginia (the "Target Markets"). Not more than 20% of the Fund's capital commitments may be outside of these 11 states that make up the Target Markets. More specifically, Covenant will seek to acquire Class A and B apartment communities to apply the Firm's dedicated value-add investment strategy of buy/fix/sell. The Fund will seek to mitigate risk through diversification throughout the Target Markets and by limiting single asset exposure to no more than 10% of total capital commitments. In addition, Covenant will attempt to enhance diversification through a critical analysis of the employment sectors, demographics and broader economic drivers that influence the health of a particular market.

Covenant's average equity investment range per property is $5 to $20 million and the Firm is generally the sole owner in order to maintain full control over all investment decisions. Covenant evaluates properties with a hands-on asset-by-asset approach. The Firm seeks to purchase properties selling below replacement costs due to temporary or correctable flaws in physical attributes, capital structures, tenancy, and/or market position that allow for the execution of its value-add real estate business plans. Once acquired, Covenant seeks to complete renovations on all rental units, including tenant-occupied units. With tenant-occupied units, Covenant typically opts to complete renovations in a single day, which reduces labor costs, maintains current income, and therefore helps de-risk the renovation. Post renovation, Covenant will typically hold the stabilized, cash-flowing properties for between four and five years. Covenant will continually evaluate the benefits of holding vs. selling a property throughout its hold period, considering both private individual sales and portfolio aggregation exit strategies. Historically however, approximately 95% of sales have been individual transactions.

The Fund is targeting a net internal rate of return ("IRR") of 16%-18% and net total value multiple ("TVM") of 1.6x-1.8x. A significant portion of the return is expected to be received through cash flow once assets are renovated and brought to market levels: approximately 40% of an investment's return is expected from income and 60% through appreciation. Covenant X is limiting leverage on the total value of the portfolio acquisitions to 65% in the aggregate with no more than 80% for any individual investment. Importantly, Covenant X, like prior Covenant funds, will not be using a credit facility. Given the Firm's broad network and reputation in its Target Markets, the Firm is often able to avoid competitive bidding situations. The Firm expects to source about 50% of deals from off-market opportunities and 50% from conventionally marketed, which is similar to how the Firm sourced historically.

Covenant maintains full control of decision-making for an investment property, including having in-house construction management services given the importance of timely renovations on the implementation of the Firm's investment strategy. While the Firm utilizes third-party property managers for day to day operations, Covenant retains all major decision rights over leasing, capital improvements, financing, annual budgets, property management and the exit strategy. Additionally, Covenant's in-house asset managers will monitor the performance of all investments, enforcing and adjusting the business plan when necessary. With its third-party property managers, Covenant reserves the right to replace the property management company within 30 days' notice in the event of poor property management.

Market Opportunity

According to CBRE, the nationwide U.S. multifamily sector started 2020 with a 10-year record of steady rent growth and high average occupancy of over 95%. Throughout the pandemic, U.S. multifamily housing has also largely remained resilient given federal government stimulus from the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") which assisted residents with the payment of rent. Covenant continues to broadly view U.S. rental multifamily as a defensive investment asset given housing supply constraints and tighter mortgage credit standards, especially when compared to the macroeconomic environment present in the 2008 Great Financial Crisis ("GFC"). Further, according to the U.S. Department of Housing and Urban Development ("HUD"), the U.S. multifamily rental industry remains heavily disintegrated: individual investors hold approximately 48% and publicly traded REITS hold about 2% of all units. This inherent fragmentation creates opportunities for well-capitalized, active investors to implement larger scale improvements that would potentially increase rental rates and occupancy.

Within the broader multifamily rental market, Covenant will focus on value-add apartment buildings in the Target Markets, which the Firm views will grow faster than the broader U.S. Jobs continue to be added in the Target Markets and are projected to continue to grow in the coming years. Job growth is also significantly ahead of the pace of new apartments being built. These job/housing dynamics point to strong demand for affordable, mid-market rental housing in which the firm specializes. Further, within these job growth sectors, the Fund will emphasize acquiring well-located, garden-style, apartment communities in areas with a robust infrastructure, and where growth of the economic base is driven by the presence of major universities, technology, healthcare and government. As of November 2020, the Target Markets have added back over 2 million jobs since the shut-down in March 2020, with the average unemployment rate coming in at 5.6% versus the US average of 6.7%.

Covenant's specific sector and geographic focus over the last 20 years has generated strong and consistent performance. Most recently, throughout the COVID-19 pandemic, the Firm's targeted strategy helped Covenant weather the negative impacts of COVID-19 and the initial migration out of larger, high-cost, gateway markets (such as New York, Boston, San Francisco, and Los Angeles). As challenging and disruptive as the COVID-19 pandemic is, the pandemic is also shaping up as a large-scale accelerator to certain macroeconomic trends that were present pre-pandemic: trends that will have various impacts across real estate sectors, classes (A to D) and geographic locations.

American migration patterns continue to favor the Target Markets, while the shift began Pre-COVID, the pandemic accelerated the move as more of the workforce adjusts to hybrid working models. Covenant expects more workers will be able to live in the more affordable Target Markets, while maintaining employment in larger, core markets. Covenant also expects demand for larger housing with more greenspace in these markets to potentially increase at a higher pace than traditional job growth metrics would historically suggest. PFM investment professionals acknowledge that the potential range of outcomes for the U.S. economy from COVID-19 are uncertain at this time. However, PFM investment professionals opine that value-add multifamily investments in growing cities will continue to enjoy macro-economic tailwinds post the COVID-19 pandemic, irrespective of the potential acceptance of the hybrid working model.

<u>Track Record/Performance</u>

Since the Firm's 2001 founding, Table A – Covenant Track Record, shows that Frederic Scarola and Govan White have had a consistent track record of realized and unrealized investments. PFM investment professionals elected to also show Fund I and Fund II, which were raised prior to Covenant's founding, and capitalized by high net worth investors, because these funds were managed under Mr. Scarola. Although, Covenant's first institutional quality portfolio was Fund III, the Firm has substantially employed a similar investment strategy in all comingled funds. When compared to the September 30, 2020 (latest available) Cambridge Associates Thomson One North American Value-Add Real Estate Closed-End fund benchmark, the comingled funds rank as first or second quartile on a net IRR, TVM, and distribution to paid in capital ("DPI") basis since inception.

PFM investment professionals note that the 2003 separate account vehicle was a different strategy than all other Covenant funds, including Covenant X. Fannie Mae was the 99% partner in that account and had a lot of influence over deals which resulted in a few deals that did not follow Covenant's typical value-add strategy.

Covenant's senior leadership team has worked together for 20 years and has demonstrated experience investing in real estate through multiple macro-economic cycles. There are no funds that have legacy issues and realized loss ratios are low, coming in at 1.5% from Fund I through Fund X, as of December 30, 2020. PFM investment professionals note that the bulk of losses is attributed to Funds with exposure to the GFC.

Key Strengths

- **Established Team:** Covenant is managed by an experienced and seasoned team. Each of the Founders has a greater than 30-year track-record investing in U.S. multifamily real estate. The Founders have also worked together for about 20 years. Together, they have successfully invested capital on behalf of institutional and high net worth investors. Since its inception, Covenant has invested approximately $3 billion of real estate investments (based on aggregate purchase price) in over 195 transactions exclusively in the multifamily sector.

- **Sector & Target Market Expertise:** The Firm maintains a niche expertise and has only a single series of funds through which the Firm invests. Covenant has been a significant apartment investor in its Target Markets for about 20 years and has the ability to utilize an established network of relationships and referral sources to efficiently source and execute on both the buy and sell sides of transactions. Over 50% of the prior Covenant investments were sourced directly through such relationships. Covenant has substantial experience over the last decade redeveloping/repositioning apartment communities and creating value through controlling costs and maximizing cash flow for investors. The team has developed an expertise in identifying and acquiring properties in need of modernizing and then leveraging long-term relationships with suppliers and contractors to develop and implement a plan to transform such properties into institutional-quality assets.

- **Strong Track Record:** Covenant has a twenty-year track record of achieving attractive, risk-adjusted returns for investors by acquiring, redeveloping, managing, and disposing of multifamily properties within the Fund's Target Markets. Covenant has also historically been one of the CRPTF's strongest performing managers in the RAF portfolio. Through various market cycles, the team has demonstrated its ability to execute its value-add strategy consistently and successfully.

- **Attractive Management Fee:** The Fund offers a discount to Limited Partners with capital commitments between over $15 million, including CRPTF, with management fees equal to 1.25% per annum. Covenant will not utilize joint venture partners in any transactions, thus eliminating a double promote to Limited Partners.

- **Favorable Investment Environment:** Favorable supply and demand fundamentals in the multifamily market have contributed to a strong recovery of rents, occupancies, and values in the U.S. multifamily sector since its trough in 2010. Favorable fundamentals are expected to continue in the foreseeable future due mostly to demographic and broader housing industry trends. The industry continues to experience historically low vacancy rates and the propensity to rent is high.

Risks

- **Small Team:** The Firm has a total of 13 employees, of which the two Founders are the only two voting investment committee members. As mentioned in the NEPC Memo, the Manager's small team makes key person risk a more critical risk.

  Mitigant-Most employees have several roles and responsibilities in the execution of the investment strategy. For example, Dan Barber serves as the Firm's CFO, but also manages ESG & compliance as well as plays a key role in the asset management of the stabilized properties. John Berry manages the construction process for renovations, while also contributing to due diligence underwriting and analysis. As CIO, E.W. Weathersby also leads the firm's acquisition, disposition, and financing teams. Further, Covenant outsources day-to-day operations to third party managers, and legacy Funds are currently without issue and being wound down, freeing up investment professionals to focus on Covenant X. Lastly, Covenant has exhibited a strong ability to retain talent and has experienced little turnover during its history.

- **Sector Concentration:** Covenant will be investing exclusively in U.S. multifamily real estate properties, primarily in the Southeastern, and secondly in the Mid-Atlantic, Midwest and Southwestern regions. As mentioned in the NEPC Memo, this creates a concentrated portfolio relative to diversified funds that can cycle between property types and geographic regions depending on the market environment and population trends.

  Mitigant- The CRPTF has an existing, well-diversified real estate portfolio and has been actively seeking sharpshooter investment managers with niche strategies to generate alpha. As detailed in the above Market Opportunity section, Covenant seeks to create a diverse portfolio of 25-35 assets within its Target Markets to enhance diversification through a critical analysis of the employment sectors, demographics and broader economic drivers that influence the health of a particular market. Further, the Founders have extensive experience in both the geography and the asset class, having focused exclusively on this investment strategy since the Firm's founding in 2001.

- **Exposure to secondary/tertiary markets:** As outlined in the NEPC report, Covenant invests in many smaller, secondary and tertiary real estate sub-markets (e.g. Knoxville, TN; Bowling Green, KY; or Huntsville, AL) which are still within the Fund's stated Target Markets. In the event of a market downturn, liquidity in such smaller sub-markets may be limited when compared to Covenant's larger sub-markets (e.g., Dallas, TX; Tampa, FL; Atlanta, GA).

  Mitigant- Overall, irrespective of location, multifamily rental properties tend to be more liquid than other real estate investment types. Over the last 20 years, Covenant's specific geographic expertise has generated strong and consistent realized performance within the Firm's smaller and larger real estate target sub-markets.

- **COVID-related Macro Environment challenges:** After the onset of COVID-19, the U.S. lost 21.4 million jobs over the months of March and April 2020, according to data released in May 2020 by the Bureau of Labor Statistics. Although in March 2021, the U.S. unemployment rate edged down to 6.0% from the record high of 14.7%, the jobless rate remains well above pre-pandemic average 2019 levels of 3.5%. Rent collections have remained surprisingly high across most of the multifamily sector and occupancy relatively stable, however. a prolonged downturn would negatively impact multifamily rent growth and income returns.

  Mitigant - The necessity of multifamily and the significant housing shortage in the U.S. of both single family and multifamily provides some protection from the shock of a prolonged period of high unemployment. According to Moody's Analytics, the multifamily sector is expected to fare relatively well compared to other property types. Despite the challenges created by COVID-19, at December 2020, Covenant's occupancy and rent collection was 93% and 95%, respectively.

Legal and Regulatory Disclosure (provided by Legal)

Through its disclosure, Covenant Capital Group, LLC ("Covenant"), states (i) it has no material legal or non-routine regulatory matters, (ii) no material claims under its fidelity, fiduciary or E&O insurance policies, and (iii) no ongoing internal investigations to report. Covenant states it has adequate procedures in place to undertake internal investigations of its employees, officers and directors. The firm's Managing Partner and Chief Compliance Officer have the authority and ability to undertake any internal investigation.

Compliance Review (provided by Compliance)

The Chief Compliance Officer's Workforce Diversity and Corporate Citizenship review is attached.

Environmental Social and Governance ("ESG") Analysis (provided by Policy)

The Assistant Treasurer for Corporate Governance & Sustainable Investment's Evaluation and Implementation of Sustainable Principles review is attached.

TABLE A – COVENANT CAPITAL TRACK RECORD

($US in millions, as of December 31, 2020)

Covenant Capital Group, LLC
Investment Performance Summary

Fund	Fund Notes	Vintage Year	Fund Size	Fund Status	# Deals	Invested Capital	Realized Value	Unrealized Value	Total Value	Gross/Net TVM	Gross/Net IRR	Gross/Net DPI	Quartile Rank TVM	Quartile Rank IRR	Quartile Rank DPI	Realized Loss Ratio
Covenant Apartment Fund I	Pre Covenant Founding, High networth	1998	$3	Fully Realized	3	$3	$9	-	$9	2.7x / 2.7x	18% / 18%	2.7x / 2.7x	NA	NA	NA	0%
Covenant Apartment Fund II	Pre Covenant Founding, High networth	2000	$5	Fully Realized	3	$5	$8	-	$8	1.8x / 1.8x	14% / 14%	1.8x / 1.8x	1	1	1	0%
Covenant Apartment Fund III	Comingled fund, institutional	2002	$19	Fully Realized	12	$19	$34	-	$34	1.8x / 1.6x	25% / 18%	1.8x / 1.6x	2	2	2	0%
Covenant Inst Real Estate Fund I	Separate account	2003	$145	Fully Realized	38	$141	$202	-	$202	1.4x / 1.4x	15% / 10%	1.4x / 1.4x	3	3	3	4%
Covenant Apartment Fund IV	Comingled fund, institutional	2004	$31	Fully Realized	15	$31	$49	-	$49	1.5x / 1.4x	17% / 10%	1.5x / 1.4x	2	2	2	14%
Covenant Apartment Fund V	Comingled fund, institutional	2006	$159	Fully Realized	35	$159	$202	-	$202	1.3x / 1.2x	5% / 3%	1.3x / 1.2x	1	2	1	8%
Covenant Apartment Fund VI	Comingled fund, institutional	2008	$140	Fully Realized	17	$140	$257	-	$257	1.8x / 1.6x	19% / 14%	1.8x / 1.6x	2	2	2	0%
Covenant Apartment Fund VII	Comingled fund, institutional	2012	$236	Fully Realized	23	$236	$431	-	$431	1.8x / 1.6x	24% / 18%	1.8x / 1.6x	2	1	1	0%
Covenant Apartment Fund VIII	Comingled fund, institutional	2015	$260	Partially Realized	30	$260	$338	$122	$459	1.8x / 1.6x	24% / 18%	1.3x / 1.2x	1	1	1	0%
Covenant Apartment Fund IX	Comingled fund, institutional	2018	$395	Fully Invested	29	$395	$36	$421	$458	1.2x / 1.1x	14% / 10%	0.1x / 0.1x	1	1	2	0%
Covenant Apartment Fund X	Comingled fund, institutional	2020	$316	Investing/Fundraising	3	$89	$1	$88	$89	n/m / n/m	n/m / n/m	n/m / n/m	NA	NA	NA	0%
Total			**$1,709**		**208**	**$1,477**	**$1,567**	**$631**	**$2,198**							

Source: Covenant, CRPTF, NEPC, Cambridge Associates Value-add Benchmark 9/30/20

4/1/21

COMPLIANCE REVIEW FOR COVENANT APARTMENT FUND X L.P.

SUMMARY OF LEGAL AND POLICY[1] ATTACHMENTS

SUBMITTED BY

COVENANT CAPITAL GROUP

I. Review of Required Legal and Policy Attachments

COVENANT CAPITAL GROUP ("Covenant") a Nashville Tennessee-owned firm, completed all required legal and policy attachments. The firm disclosed no impermissible third party fees, campaign contributions, known conflicts, gifts or legal/ regulatory proceedings.

II. Workforce Diversity (See Also 3 year Workforce Diversity Snapshot Page Attached)

As of December 2020, Covenant employed 14, 3 more than the 11 employed as of December 2018. The firm identified 0 women and 0 minorities as Executive/Senior Level Officials and Managers, i.e., serving at the senior-most level. For the 3 year period 2018-2020, 2 women and/or minorities were promoted within the ranks of professionals and managers.

Commitment and Plans to Further Enhance Diversity

Covenant partners with local recruiting firms to source candidates. In 2020, as part of its diversity and inclusion plan Covenant had an "open" conversation with its primary recruiting firm about its desire to cast a wider net for recruitment efforts. Covenant requested that the firm reach out to additional sources for candidates, such as alumni associations at HBCUs, minority professional Affinity groups, and to generally think outside of their usual box for sourcing candidates. Covenant has seen some positive results with one of their recent position searches being 75% diverse. Covenant is also very committed to helping veterans transition to civilian life and work. It provides internships for service men and women exiting the military offering them an opportunity to develop their professional skills and to prepare for careers in the investment industry. In 2020, Covenant was pleased to hire a US Army veteran as an asset manager after completion of a training program focused on the real estate industry. Currently 15% of the firm's employees are veterans who participated in this program. Overall, Covenant is committed to diversity and training of the next generation. It believes that diverse teams and experiences bring value to the firm and the investment industry. It is committed to growing and cultivating an environment with team members from different backgrounds by recruiting, developing and retaining women and men of all ethnicities, sexual orientations, generations and life experiences.

Workforce Statistics

For Executive/Senior Level Officials and Managers:

- Women held 0% (0 of 4) of these positions in all 3 years reported, i.e., 2020 - 2018.

[1] The Treasury Unit responsible for reviewing Covenant's ESG submission will prepare a separate report.

- Minorities held 0% (0 of 4) of these positions in all 3 years reported, i.e., 2020 - 2018.

At the Management Level overall:

- Women held 37% (4 of 11) of these positions in 2020, down from 40% (4 of 10) in 2019 but up from 22% (2 of 9) in 2018.
- Minorities held 9.09% (1 of 11) (9.09% Two or More Races) of these positions in 2020, slightly down from 10% (1 of 10) (10% Two or More Races) in 2019, and down from 11.11% (1 of 9) (11.11% Two or More Races) in 2018.

At the Professional Level:

- Women held 33% (1 of 3) of these positions in 2020, down from 50% (1 of 2) in 2019 and 100% (2 of 2) in 2018.
- Minorities held 0% of these positions in all 3 years reported as follows: 2020 (0 of 3), 2019 (0 of 2) and 2018 (0 of 2).

Firm-wide:

- Women held 36% (5 of 14) of these positions in 2020, down from 42% (5 of 12) held in 2019 and 37% (4 of 11) in 2018.
- Minorities held 7.14% (1 of 14) (7.14% Two or More Races) of these positions in 2020, down from 8.33% (1 of 12) (8.33% Two or More Races) held in 2019, and 9.09% (1 of 11) (9.09% Two or More Races) in 2018.

III. Corporate Citizenship

Charitable Giving:

Over the last decade Covenant and its employees have contributed more than $3,000,000 to philanthropic initiatives. From 2018 to 2020 the firm and its employees financially supported more than 50 non-profits across the investment "footprint". Covenant focusses its attention and supports programs dedicated to improving the economic and social conditions of communities in need. Covenant encourages its employees to be active and to participate on boards. The firm partners with numerous organizations, such as Bridge Ministries, Nashville Tennessee. The Bridge Ministries summer lunch program provides free lunches to homeless school-age children during the summer months when they are not attending school. Other organizations supported include, the Salvation Army, Nashville Tennessee, and Habitat for Humanity, Nashville Tennessee.

Internships/Scholarships:

Covenant has been an annual corporate supporter of the Robert Toigo Foundation (Toigo) since 2006 and has donated over $75,000 to facilitate minority business school students to participate in the Toigo fellows program.

As part of the firm's diversity and inclusion plan, in 2020, it launched a new internship program in investment management at Fisk University, a prominent HBCU. It received applications through the end of 2020 and selected its first intern to begin an internship in February of 2021. Covenant hopes to grow interest in the program over the coming years and to attract more students in the future. The firm believes that this is an excellent way to build a pipeline of diverse talent that could potentially join the firm full-time after completing their education. Since 2005, Covenant has had a strong relationship with Vanderbilt University's Owen School of Management. Covenant established a program in 2017 to offer graduate students enrolled in master degree programs an opportunity to intern with the firm during the school year (instead of just a summer) which provides a much more robust experience. For the most recent academic year Covenant hired two interns out of 11 candidates; 50% are women and 50% are minorities. One of Covenant's managing partners provides 10 to 12 annual needs-based scholarships for students at the University of Florida, Graduate School of Real Estate. These scholarships have an annual value of $10,000 per student. This managing partner donated $100,000 in 2018 for scholarships and has made similar donations in prior years. Approximately 50% of the students benefitting are women and 50% are minority.

Procurement:
Covenant does not have a written procurement policy to engage diverse businesses, however it utilizes the services of firms that have a commitment to diversity, including its law firm, accounting firm, property management companies, and IT service provider, which is a woman-owned business.

Summary of Responses to Attachment M:
Evaluation and Implementation of Sustainable Principles

Submitted by: Covenant Capital Group, LLC

April 27, 2021

	Criteria	Responses
1	Firm has an ESG policy	Yes
1a	If yes, firm described its ESG policy	Yes
2	If yes, firm provided examples of ESG factors considered in the decision-making process, explained the financial impact of these ESG factors	Yes
3	Designated staff responsible for sustainability policies and research	Yes
4	Firm provides training/resources on sustainability issues, explained sources of ESG-related data	Yes
5	Signatory/member of sustainability-related initiatives or groups	Yes
6	Policy for evaluating current or prospective relationships with manufacturers or retailers of civilian firearms	No
7	Policy that requires safe and responsible use, ownership or production of guns	No
8	Enhanced screening of manufacturers or retailers of civilian firearms	No
9	Enhanced screening of any industry/sector subject to increased regulatory oversight, potential adverse social and/or environmental impacts	No
10	Merchant credit relationships with retailers of civilian firearms and accessories	No
10a	If yes, firm confirms compliance with laws governing firearms sales	N/A
11	Overall assessment of responses (e.g., depth of approach to ESG and integration)	Covenant described a good integration of ESG factors into its decision making process. The firm is a signatory to the UN Principles of Responsible Investment, and emphasized their extensive use of ESG research in their investment process. Their CCO oversees ESG initiatives and research in partnership with their Investment Committee and asset managers. The firm utilizes a third party environmental assessment on every investment as part of their due diligence process, and began benchmarking monthly energy consumption data for ongoing assessment purposes. The firm does not have a policy specific to civilian firearms because they only invest in multifamily real estate.
	SCORE: Excellent - 1 Detailed description of ESG philosophy and integration; ongoing ESG assessment; established framework; member of sustainability-oriented organizations; enhanced screening of firearms and/or higher-risk sectors Very Good - 2 Detailed description of ESG philosophy and integration; ongoing ESG assessment; established framework; member of sustainability-oriented organizations Satisfactory - 3 General description of ESG philosophy and integration; some evidence of framework for ongoing ESG assessment; member of sustainability-oriented organizations Needs Improvement - 4 Generic and/or vague description of ESG philosophy and integration; no ongoing ESG assessment; no dedicated ESG staff or resources Poor - 5 Incomplete or non-responsive	**2**

NEPC Private Markets Investment Due Diligence Report

Covenant Capital Group

Covenant Apartment Fund X, LP

May 2021

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Executive Summary

Covenant Capital Group ("Covenant," the "Firm," or the "Manager") is seeking $400 million in commitments for Covenant Apartment Fund X ("Fund X" or the "Fund"). The Fund will target value-add investments in the multifamily sector, following a similar "buy-fix-sell" approach that Covenant has pursued in prior funds. The Manager will focus on acquiring well-located properties in markets that have projected employment growth and diverse and growing economies, with an emphasis on education, technology, and healthcare sectors. Covenant seeks to add value to the properties through renovation, repositioning, and lease-up, and does not pursue ground-up development projects. Geographically, the Fund will be invested primarily in the Southeastern United States, with some anticipated exposure to the Southwest and Mid-Atlantic regions. It is expected that the Fund will have exposure to a wide range of markets within these target regions, consistent with the Manager's prior investments.

Covenant believes that the Fund will be well-positioned to take advantage of several themes and trends that are present in the market. The Manager believes that multifamily investments generally provide an attractive investment opportunity, with a shortage of rental housing (particularly affordable rental housing) in the United States, and rising development costs likely to impact both the supply and affordability of new multifamily and single family housing. In particular, however, the Manager notes the continued migration of both companies and people to the Southeast and Sunbelt markets where Covenant invests. This was a trend present before the COVID-19 pandemic, as people sought the warmer weather, lower cost of living, and favorable tax climate of these markets relative to major markets in the Northeast and Mid-Atlantic. The Manager anticipates that the disruption of the pandemic and the move towards remote work will only help to accelerate migration to these markets.

The Firm was founded in 2001 and since inception has acquired over 200 individual properties, representing over $3.0 billion in total purchase price. As of February 2021, the Firm reports about $895 million in assets under management and controls over 12,500 apartment units. Covenant has 14 employees and is headquartered in Nashville, TN; importantly, the Manager's sole focus is its value-added fund series.

The Fund held a first close in September 2020, and has closed on about $461 million in total commitments to date. The Manager has established a target fund size of $400 million for Fund X (in-line with Covenant Apartment Fund IX, which raised a total of $395 million) and a hard cap of $550 million. The final close is anticipated to occur in June 2021.

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Positives:

- ***Strong, consistent track record:*** Since the Firm's inception, Covenant reports that they have acquired 213 properties and realized 169 of those investments. The Manager has generated consistent returns, with all of the prior funds generating a positive return for investors. Furthermore, all of the prior funds except Covenant Apartment Fund V (a 2006 vintage fund invested prior to the global financial crisis) generated a net IRR to investors of at least 10%[1]. Across the Manager's five most recent funds (beginning with Fund V, a 2006 vintage fund), the Manager has invested nearly $1.2 billion of equity and has generated above median returns for all funds, including several 1st quartile rankings across IRR, TVPI, and DPI.[2]

- ***Demographic tailwinds:*** The multifamily market should continue to benefit from the continued growth in the millennial cohort as well as from "empty-nesters" who prefer the convenience of professionally managed apartments. While new supply has significantly increased within the multifamily sector since the global financial crisis, particularly in major market locations, net absorption has largely kept pace, resulting in strong occupancy levels. Rising development costs and uncertainties arising from the COVID-19 pandemic may limit the amount of new development in the near-term. While the pandemic presents uncertainty about the future of migration patterns and tenant preferences, markets which Covenant targets (i.e., predominantly in the Southeast and Sunbelt markets) have been experiencing strong migration tailwinds since before the onset of COVID-19. These markets have attracted both businesses and individuals seeking warmer weather, more favorable tax climates, and a lower cost of living, all trends which are likely to persist.

- ***Experienced, stable team:*** Team is very experienced and has had very little turnover, reporting two employee departures in the past five years. Both of the founding principals have over 30 years of experience of investing in and/or managing multifamily properties. Of the other six members of the investment team, five have been with the Firm for at least 7 years.

- ***Lower volatility relative to property types:*** Multifamily assets tend to be less volatile than other main property types (e.g. office, retail, industrial) that are more reliant on broad economic growth and more susceptible to cyclicality. Additionally, the short duration nature of apartment leases allows for faster recovery and can benefit from rising market environments as leases generally reset annually.

[1] Covenant Apartment Fund IX, which was a 2018 vintage year fund and just finished its investment period, has a current net IRR of just below 10%; performance for Fund IX is less meaningful given the recent nature of the investments.
[2] Covenant performance data provided by the Manager as of December 31, 2020; the benchmark used is the C|A North American Value-Add Real Estate benchmark with data as of September 30, 2020, the most recent available.

Negatives:

- ***Small overall team size:*** The Firm has a total of 14 employees and only two voting investment committee members. NEPC believes that the Manager's small team makes key person risk a more acute risk. This is partially mitigated by the fact that a key person event is deemed to have occurred if either of Govan White or Frederic Scarola (the two voting members of the investment committee) cease to be actively involved in the Firm and the Fund. Furthermore, the Manager has exhibited a strong ability to retain talent and has experienced little turnover during its history. Nonetheless, at this size, any turnover within the Firm may cause some disruption.

- ***Focused strategy:*** The Fund will be investing exclusively in multifamily real estate properties, primarily in the Southeastern US. While this is aligned with the Manager's area of expertise, it also creates a concentrated portfolio relative to diversified funds that can cycle between property types and geographic regions depending on the market environment and population trends. This concentrated strategy is less of a risk for investors with an existing well-diversified real estate portfolio.

- ***Exposure to secondary/tertiary markets:*** Covenant invests in many smaller tertiary real estate markets, such as Knoxville, TN; Bowling Green, KY; Little Rock, AR; or Huntsville, AL. Smaller markets may be less liquid and therefore it may be more challenging realize investments compared with some of the Manager's larger target markets (e.g., Dallas, Tampa, or Atlanta, which are classified as "secondary markets"). Mitigating this risk is the fact that multifamily tends to be more liquid (compared with other sectors such as office or retail), as well as the fact that Covenant has been investing in these markets through prior market cycles and has shown an ability to successfully exit investments. Furthermore, limited competition from other institutional investors in some of these markets may benefit Covenant when it comes to deal sourcing and asset pricing.

- ***COVID-related challenges:*** Although overall apartment fundamentals remain healthy, new supply in select markets is projected to outpace net absorption over the next several years which may lead to a buildup of excess inventory. In order to maintain occupancy, apartment owners may need to offer concessions or keep rental rate growth modest which would result in muted earnings growth. Another potential near-term headwind is the impact of COVID-19. While multifamily assets tend to be more resilient through periods of economic uncertainty or distress, some tenants may be unable to pay their rent in the near-term. The threat of COVID-19 may also make some urban markets less desirable. While this is a potential thread to multifamily nationwide, it may be less severe in (or may even benefit) the Southeast and Sunbelt markets which Covenant targets, as these are the markets that have seen continued net migration inflows (relative to larger Northeast markets).

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Covenant Apartment Fund X, LP

Value-Add Multifamily Real Estate

Fund Characteristics

Investment Vehicle	Covenant Apartment Fund X, LP
Investment Manager	Covenant Capital Group
Target Size/Max Size	$400 million / $550 million
Amount Raised	Approximately $461 million
Minimum Investment Size	$1 million (lesser amounts subject to GP discretion)
Target Final Close Date	June 30, 2021
Investment Period	Three years from the final close
Fund Term	Eight years from the final close; subject to two one-year extensions with the approval of a majority of investors in interest
Sponsor's Investment	1.5% of total capital commitments
Assets Under Management	Approximately $900 million
Investment Focus	Value-Add Multifamily
Geographic Focus	Primary focus on Sunbelt markets (at least 80% of the Fund is to be invested Alabama, Florida, Georgia, Indiana, Kentucky, Maryland, North Carolina, South Carolina, Tennessee, Texas, and Virginia)
Projected Number of Investments	25-35
Deal Size	Average deal size of $5 million to $15 million in equity
Target Fund Return	16% to 18% net IRR
Leverage	Target of 65%; maximum of 65% in aggregate for the Fund; maximum of 80% for an individual investment
Annual Management Fee	Annual management fee of 1.50% on committed capital during the investment period and 1.50% on invested capital following the investment period; management fee is reduced to 1.25% for investors committing at least $15 million
Other Fees	Organizational expenses up to $950,000
Performance Fee	20% carried interest and 8% preferred return with 50% catch-up
ERISA Fiduciary	The General Partner will use reasonable best efforts to avoid having the assets of the Fund constitute "plan assets"
Fund Auditor	Plante & Moran, PLLC
Fund Legal Counsel	Kirkland & Ellis
Website	www.covenantcapgroup.com

Firm Description

Firm Overview
Covenant Capital was founded in 2001 and since inception has invested in approximately 200 multifamily transactions, representing an aggregate purchase price of about $3 billion. The Firm is headquartered in Nashville, TN and is co-owned and co-managed by Frederic (Rick) Scarola and Govan White. The Firm has remained focused exclusively on value-add investing in the multifamily sector, with an emphasis on the Southeast and Sunbelt markets within the United States. Today, Covenant manages assets under management of nearly $1 billion and has 14 employees.

The Covenant team is vertically-integrated, rather than relying on joint venture operating partners. While the team is responsible for sourcing, underwriting, asset managing, and selling all of its investments, Covenant outsources the leasing, property management, and maintenance responsibilities to six third-party property management companies that the Firm has worked with historically. Covenant also has an affiliated construction management division (Covenant Construction Services, LLC or "CCS") which is also co-owned by Mr. Scarola and Mr. White. The Manager may rely on CCS to oversee asset redevelopment projects, particularly in cases where the property manager does not have in-house construction expertise. Fees paid to CCS are not to exceed 5% of total construction costs.

The Firm's management committee includes Mr. Scarola, Mr. White, John Berry (Portfolio Manager), E.W. Weathersby (Chief Investment Officer), and Dan Barber (Chief Financial Officer). These five individuals have all been with Covenant for at least seven years.

Team Overview
The Firm is co-managed by Rick Scarola and Govan White. The team works collaboratively with individuals taking on specific functions (e.g., sourcing, underwriting, capital markets) rather than dividing the team by geographic region or having individuals focused on specific markets. Mr. Scarola oversees the transactions and portfolio management functions, including the sourcing and underwriting of potential investments. Mr. White oversees the investor relations, accounting, and asset management functions. Mr. Weathersby leads the Firm's capital markets activities, which includes overseeing the disposition process.

Mr. Scarola and Mr. White together are the two voting members of the Fund's investment committee, though all of the Firm's investment professionals are encouraged to attend and participate in the investment committee meetings.

Recent Turnover/ Key Departures
Covenant Capital reports minimal turnover over the course of its history. The Manager attributes this partly to its compensation package, including the fact that all employees participate in carried interest. Over the last five years, Covenant reports that two individuals have left the Firm, each at the Vice President level.

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Fund Investment Strategy

Investment Strategy

Covenant Capital will pursue the same strategy for Fund X that it has successfully executed with predecessor funds. The Fund will be focused exclusively on value-add multifamily transactions in the United States, with an emphasis on the Southeast and Sunbelt markets. The Manager seeks to identify communities with strong projected employment growth, robust infrastructure, and strong and diverse economies. In particular, Covenant looks to target markets with economies driven primarily by the education, technology, healthcare, and government sectors.

The Fund is expected to acquire existing assets with strong in-place cash flow and execute the Manager's value-add business plan to grow the cash flows and increase the value of the asset. Typically these assets are in need of physical, managerial, and/or operational improvements. While managerial, operational, or capital structure issues may be solved more quickly, either at acquisition or by implementing a new property management team, most of the investments are likely to require additional capital expenditures in order to improve the physical quality of the buildings. Unit upgrades such as renovated kitchens and bathrooms are common, as are improvements to the exterior and common spaces of a community, on an as-needed basis. The Manager will also seek to implement new marketing plans to help drive rent growth and lease-up during and after any redevelopment projects. Through this multifaceted approach to asset management, the Manager seeks to drive rent growth above the market average and to thereby maximize the value of each asset prior to sale.

Target Return

The Fund will target between a 16% and 18% net IRR and a 1.6x to 1.8x net equity multiple.

Target Investment Types

The Fund will target value-added investments in the multifamily sector. The Manager's focus is on acquiring existing assets with a business plan for improving the assets through lease-up, redevelopment, renovation, or repositioning (i.e., the Manager does not intend to undertake ground-up development projects).

Target Geographic Focus

Consistent with the Manager's prior funds, Fund X will primarily target investments in the Southeastern United States, with a lesser focus on the Mid-Atlantic, Midwest, and Southwest. More specifically, the Manager has identified Alabama, Florida, Georgia, Indiana, Kentucky, Maryland, North Carolina, South Carolina, Tennessee, Texas, and Virginia as its targeted states. At the end of the Fund's investment period, no more than 20% of the Fund may be invested outside of these states.

Use of Leverage

The Fund will utilize leverage on its investments, with the aggregate leverage level across the Fund not expected to exceed 65% (measured on a loan-to-value basis, or LTV). The maximum leverage on any individual investment is not expected to exceed 80% LTV. The Manager anticipates using a combination of fixed- and floating-rate debt. Per the Fund's legal documents, the Fund's total debt is not to exceed 80% of the fair value of the Fund's assets at the end of the investment period, and not to exceed 70% of the fair value of the Fund's assets plus unfunded capital commitments.

Recycling of Capital

During the investment period, distributable proceeds may be reinvested at the Manager's discretion. Furthermore, previously distributed proceeds may be recalled for reinvestment by the Manager during this time.

Current Fund Investments

The Fund held a first close on September 1, 2020, and has since closed on several investments. These investments all represent the acquisition of existing multifamily properties with business plans in place to improve the asset quality and, ultimately, drive value enhancements. The first four investments, representing $102 million of equity invested, are located in Atlanta, Tampa, St. Petersburg, and Knoxville. The Manager has identified other prospective investments, including several which have been placed under contract to acquire (but had not yet closed as of March 2021).

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Investment Limitations

The Fund will be subject to the following investment limitations (all percentages are calculated based on the Fund's aggregate capital commitments):

- No more than 10% of the Fund may be invested in a single property (during the investment period, this limit is 40%, provided that the Manager expects to add debt financing which would ensure that the 10% limitation would not be exceeded prior to the end of the investment period)
- The Fund may not invest outside the United States
- No more than 20% of the Fund may be invested outside the stated target markets (Alabama, Florida, Georgia, Indiana, Kentucky, Maryland, North Carolina, South Carolina, Tennessee, Texas, and Virginia)
- No more than 5% of the Fund may be invested in distressed debt investments
- No more than 15% of the Fund may be invested in ground-up development projects

These limitations may be waived or modified with a majority vote of the Fund's Advisory Committee.

Environmental, Social, and Governance Considerations

The inclusion of ESG factors in investment decisions has been part of Covenant's strategy since the inception of the Firm. Covenant believes that, by investing in the multifamily sector, it can drive performance for its limited partners while delivering ESG benefits to its tenants and neighborhood stakeholders. Covenant notes that its investments have a positive impact on the environment and lives of residents by creating sustainable and safe communities.
While the Firm does not have any employees that are solely focused on ESG initiatives, all employees are trained to consider these factors during the investment process. Dedicated ESG professionals may be considered as the Firm continues to grow. Please see Appendix 1 for additional information and NEPC's ESG evaluation of the Fund.

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Fund Economics

Target Fund Size
The Manager is targeting $400 million in total commitments for the Fund, with a hard cap of $550 million

Management Fee
The Fund's base management fee is calculated as 1.50% of capital commitments during the investment period, and 1.50% of aggregate capital invested thereafter. For investors committing at least $15 million, the effective management fee will be reduced to 1.25% per year (on committed capital during the investment period and on invested capital thereafter), achieved through a priority distribution.

Performance Fee
The Fund's will be subject to 20% carried interest at the Fund-level, with an 8% preferred return (compounded annually), and a 50% catch-up.

Other Fees and Expenses
The Fund will bear organizational costs up to $950,000. The Fund will also be responsible for other fees, costs, and expenses related to the Fund and its investments or potential investments (additional detail and parameter can be found in the Fund's legal documents).

Sponsor's Investment
The Manager will make a commitment equal to at least 1.5% of the Fund's total committed capital. This investment will be made by Rick Scarola and Govan White; it is expected that other members of the team will invest in the Fund as well.

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Manager Track Record

Prior Fund Performance

Fund-Level Returns

Fund	Vintage Year	Capital Committed	Capital Funded	Reported Value	Amount Distributed	Total Value, Net of Carry	TVPI Multiple	DPI Multiple	Current Net IRR
Covenant Apartment Fund I	1998	$3	$3	$0	$9	$9	2.7x	2.7x	17.9%
Covenant Apartment Fund II	2000	$5	$5	$0	$8	$8	1.8x	1.8x	14.0%
Covenant Apartment Fund III	2002	$19	$19	$0	$29	$29	1.6x	1.6x	17.7%
Covenant Institutional Real Estate Fund I	2003	$145	$141	$0	$202	$202	1.4x	1.4x	10.4%
Covenant Apartment Fund IV	2004	$31	$31	$0	$43	$43	1.4x	1.4x	10.1%
Covenant Apartment Fund V	2006	$159	$159	$0	$194	$194	1.2x	1.2x	3.0%
Covenant Apartment Fund VI	2008	$140	$140	$0	$220	$220	1.6x	1.6x	13.5%
Covenant Apartment Fund VII	2012	$236	$236	$0	$372	$372	1.6x	1.6x	18.2%
Covenant Apartment Fund VIII	2015	$260	$260	$122	$315	$404	1.6x	1.2x	17.8%
Covenant Apartment Fund IX	2018	$395	$395	$422	$24	$439	1.1x	0.1x	9.6%
Covenant Apartment Fund X	2020	$316	$89	$88	$0	$88	1.0x	0.0x	N/M

Data provided by Covenant Capital as of December 31, 2020.

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Track Record Benchmarking

Vintage Year Benchmarking Analysis

Net IRR — **Covenant Capital Group, LLC** — **Vintage Year Benchmark Net IRR Comparison**

Vintage Year	Fund	Current Net IRR	Quartile	# Funds	Upper Quartile	Median	Lower Quartile
1998	Covenant Apartment Fund I	17.9%	NA	0	0.0%	0.0%	0.0%
2000	Covenant Apartment Fund II	14.0%	NA	0	0.0%	0.0%	0.0%
2002	Covenant Apartment Fund III	17.7%	NA	0	0.0%	0.0%	0.0%
2003	Covenant Institutional Real Estate Fund I	10.4%	NA	0	0.0%	0.0%	0.0%
2004	Covenant Apartment Fund IV	10.1%	NA	0	0.0%	0.0%	0.0%
2006	Covenant Apartment Fund V	3.0%	2	18	3.3%	0.9%	(3.4%)
2008	Covenant Apartment Fund VI	13.5%	2	15	20.1%	13.1%	8.5%
2012	Covenant Apartment Fund VII	18.2%	1	21	18.2%	12.9%	11.3%
2015	Covenant Apartment Fund VIII	17.8%	1	26	14.7%	10.5%	7.7%
2018	Covenant Apartment Fund IX	9.6%	1	24	9.0%	6.2%	2.3%
2020	Covenant Apartment Fund X	N/M	1	8	(6.8%)	(10.5%)	(17.9%)

DPI Multiple — **Covenant Capital Group, LLC** — **Vintage Year Benchmark DPI Multiple Comparison**

Vintage Year	Fund	DPI Multiple	Quartile	# Funds	Upper Quartile	Median	Lower Quartile
1998	Covenant Apartment Fund I	2.7x	NA	0	0.0x	0.0x	0.0x
2000	Covenant Apartment Fund II	1.8x	NA	0	0.0x	0.0x	0.0x
2002	Covenant Apartment Fund III	1.6x	NA	0	0.0x	0.0x	0.0x
2003	Covenant Institutional Real Estate Fund I	1.4x	NA	0	0.0x	0.0x	0.0x
2004	Covenant Apartment Fund IV	1.4x	NA	0	0.0x	0.0x	0.0x
2006	Covenant Apartment Fund V	1.2x	1	18	1.2x	1.0x	0.5x
2008	Covenant Apartment Fund VI	1.6x	2	15	1.8x	1.6x	1.4x
2012	Covenant Apartment Fund VII	1.6x	1	21	1.6x	1.3x	1.0x
2015	Covenant Apartment Fund VIII	1.2x	1	26	0.9x	0.6x	0.5x
2018	Covenant Apartment Fund IX	0.1x	2	24	0.1x	0.1x	0.0x
2020	Covenant Apartment Fund X	0.0x	NA	8	0.0x	0.0x	0.0x

TVPI Multiple — **Covenant Capital Group, LLC** — **Vintage Year Benchmark TVPI Multiple Comparison**

Vintage Year	Fund	TVPI Multiple	Quartile	# Funds	Upper Quartile	Median	Lower Quartile
1998	Covenant Apartment Fund I	2.7x	NA	0	0.0x	0.0x	0.0x
2000	Covenant Apartment Fund II	1.8x	NA	0	0.0x	0.0x	0.0x
2002	Covenant Apartment Fund III	1.6x	NA	0	0.0x	0.0x	0.0x
2003	Covenant Institutional Real Estate Fund I	1.4x	NA	0	0.0x	0.0x	0.0x
2004	Covenant Apartment Fund IV	1.4x	NA	0	0.0x	0.0x	0.0x
2006	Covenant Apartment Fund V	1.2x	1	18	1.2x	1.1x	0.8x
2008	Covenant Apartment Fund VI	1.6x	2	15	1.8x	1.6x	1.4x
2012	Covenant Apartment Fund VII	1.6x	2	21	1.7x	1.5x	1.4x
2015	Covenant Apartment Fund VIII	1.6x	1	26	1.5x	1.3x	1.2x
2018	Covenant Apartment Fund IX	1.1x	1	24	1.1x	1.1x	1.0x
2020	Covenant Apartment Fund X	1.0x	1	8	0.9x	0.9x	0.8x

Manager data provided by Covenant Capital as of December 31, 2020; benchmark is the C|A North American Value-Add Real Estate benchmark with data as of September 30, 2020 (the most recent available).

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ESG Review

General Fund Information	
Firm	Covenant Capital Group
Fund	Covenant Apartment Fund X
Strategy-Type	Non-Core Real Estate
Diverse-Owned Firm	No

ESG Rating
ESG 2
ESG Ratings are on a scale of 1 through 5, with 1 indicating a best in class approach and 5 indicating no integration.

Analyst Opinion
The inclusion of ESG factors in investment decisions has been part of Covenant's strategy since the inception of the Firm. Covenant believes that, by investing in the multifamily sector, it can drive performance for its limited partners while delivering ESG benefits to its tenants and neighborhood stakeholders. Covenant notes that its investments have a positive impact on the environment and lives of residents by creating sustainable and safe communities. While the Firm does not have any employees that are solely focused on ESG initiatives, all employees are trained to consider these factors during the investment process. Dedicated ESG professionals may be considered as the Firm continues to grow.

Evaluation Criteria and Commentary	
Firm-Level	
Firm-Level Commitment	Covenant maintains a strong commitment to ESG-related initiatives. The Firm became a signatory of the United Nations Principals for Responsible Investment in 2018. Covenant uses ESG evaluation and implementation to effectively manage risk and drive enhanced margins at its properties.
Resources	Covenant does not have any dedicated ESG employees but will consult with ESG specialists when evaluating the environmental impact of each potential acquisition. Additionally, Covenant may utilize external resources to assist with asset management and diversity initiatives.
Engagement Policies	Covenant will work closely with its property managers and other third-party service providers to ensure best practices are followed. Covenant believes that, by communicating effectively its tenants and other community stakeholders, it can best manage and position each asset to positively benefit the neighborhood in which it is located.
Strategy-Level	
Overview	Covenant believes that the incorporation of ESG factors into the investment and asset management process can lead to greater tenant demand for its properties and greater profit margins through energy cost savings.
Integration Process	ESG factors are integrated in all stages of the due diligence process. Covenant will evaluate the environmental risks and potential cost savings from reduced energy use during diligence. Covenant, through its asset management professionals and property management partners, will seek to engage with tenants to ensure that they are satisfied with their residential experience.
Resources	The strategy does not have any ESG-dedicated resources.

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Disclaimers and Disclosures

- Past performance is no guarantee of future results.
- The opinions presented herein represent the good faith views of NEPC as of the date of this report and are subject to change at any time.
- Information on market indices was provided by sources external to NEPC, and other data used to prepare this report was obtained directly from the investment manager(s). While NEPC has exercised reasonable professional care in preparing this report, we cannot guarantee the accuracy of all source information contained within.
- NEPC may provide background information on fund structures or the impact of taxes but you should contact your legal counsel or tax professional for specific advice on such matters.
- This report may contain confidential or proprietary information and may not be copied or redistributed to any party not legally entitled to receive it.

In addition, it is important that investors understand the following characteristics of non-traditional investment strategies including hedge funds, real estate and private equity:

1. Performance can be volatile and investors could lose all or a substantial portion of their investment
2. Leverage and other speculative practices may increase the risk of loss
3. Past performance may be revised due to the revaluation of investments
4. These investments can be illiquid, and investors may be subject to lock-ups or lengthy redemption terms
5. A secondary market may not be available for all funds, and any sales that occur may take place at a discount
6. These funds are not subject to the same regulatory requirements as registered investment vehicles
7. Managers may not be required to provide periodic pricing or valuation information to investors
8. These funds may have complex tax structures and delays in distributing important tax information
9. These funds often charge high fees
10. Investment agreements often give the manager authority to trade in securities, markets or currencies that are not within the manager’s realm of expertise or contemplated investment strategy

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Covenant Apartment Fund X

A VALUE-ADD REAL ESTATE INVESTMENT FUND

Prepared for the State of Connecticut

MAY 2021

COVENANT
CAPITAL GROUP

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EXECUTIVE SUMMARY

COVENANT APARTMENT FUND X, L.P. ("the Fund")

- The primary investment objective of the Fund is to achieve superior risk-adjusted returns on invested capital through value-add investments in apartment communities located in the Southeast, Southwest, Midwest and Mid-Atlantic states.
- The Fund will utilize moderate portfolio leverage, not expected to exceed 65% of the value of the Fund's investments in aggregate and acquire a portfolio of real estate investments that Covenant believes can generate a fund level net Internal Rate of Return ("IRR") of between 16% and 18% and net equity multiple of between 1.6x and 1.8x.

- Committed Capital: **$495 million**
- Hard Cap: **$550 million**

VALUE-ADD STRATEGY - Our strategy is to create an institutional quality portfolio of Class A and B apartment communities, utilizing our experience, expertise, relationships and value-add renovation network. As a value-add specialist, we remain committed to pursuing new opportunities to innovate in this fragmented multifamily market. Key components of our strategy include.

- Identify apartment communities in well-located, supply-constrained markets that have temporary or correctable flaws in the physical attributes, capital structures, tenancy and/or market position.
- Enhance Class A and B properties and create institutional quality properties by initiating strategic value-add repositioning and capital improvement projects.
- Meet the demand for quality apartment homes as the country grows and fewer people choose or can afford to live in single-family homes.

OUR STRENGTHS - Covenant is an experienced investment manager with an extensive track record in the multifamily sector and a long history as a trusted manager of institutional investor capital.

- Deep industry relationships, extensive market knowledge, and insight by underwriting and evaluating over 1,000 properties per year for potential investment.
- Established history of successfully planning and executing the value-add renovations and environmental improvements to over 30,000 apartment homes over multiple cycles. Since 2001, the Covenant team has invested capital successfully on behalf of institutional and high net worth investors in over 200 apartment communities with an aggregate purchase price of over $3 billion.
- Strong and seasoned management team.

COVENANT CAPITAL GROUP - OVERVIEW

- Founded in 2001, Covenant Capital Group ("Covenant") is a value-add investment manager with an exclusive focus on the acquisition and renovation of apartment communities in major Southeastern, Mid-Atlantic, Midwestern and Southwestern markets.
- Current AUM of over $988 million.
- Received recognition as one of the "Most Consistent Top Performing Private Real Estate Fund Managers" in 2019 by Preqin and has been included in numerous Preqin publications over the last decade with this recognition.

EXTENSIVE EXPERIENCE IN THE MULTIFAMILY SPACE

- 30+ years of experience for each Managing Partner
- Raised over $1.7 billion of capital for its real estate funds
- Controls over 12,500 apartment units with over $1.6 billion in market value
- Over 50% of prior Covenant investments have been sourced directly

VALUE ADD SPECIALIST

- Focus on growth markets with strong rental demand and positive economic drivers
- Emphasis on multifamily apartment market
- Seek infill locations and supply constrained markets
- Upgrade apartments to an institutional quality product most desirable for Millennials while reducing environmental impact

Since Inception:

Sold	**169** properties for **$3.3 billion**
Bought	**213** properties for **$3.7 billion**
Returned	**$1.4 billion** to Limited Partners

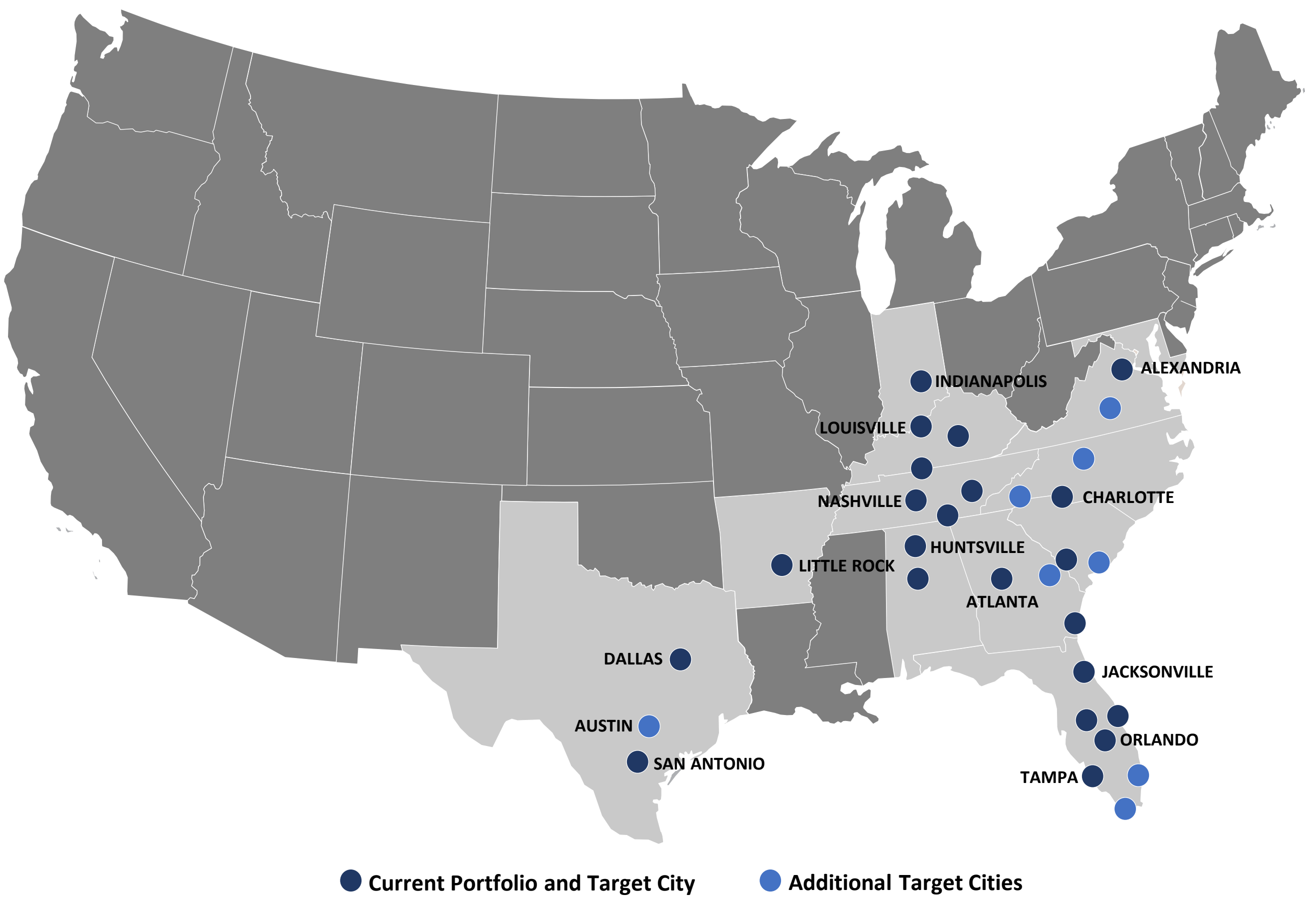
Covenant Capital Group's clients include many of the world's leading public and private retirement systems, foundations, endowments and private investors

INVESTMENT PERFORMANCE

($000s)	Covenant Capital Group Track Record as of March 31, 2021										
Commingled Fund Platform	**Strategy**	**Vintage**	**Status**	**Committed Capital**	**Contributed Capital**	**Realized Proceeds**	**Fair Market Value**	**Realized + FMV**	**Gross IRR (%)**	**Net IRR (%)**	**Net Equity Multiple (x)**
Covenant Apartment Fund I	Value-Add	1998	Liquidated	3,300	3,300	8,887	--	8,887	17.9	17.9	2.7
Covenant Apartment Fund II	Value-Add	2000	Liquidated	4,543	4,543	8,195	--	8,195	14.0	14.0	1.8
Covenant Apartment Fund III	Value-Add	2002	Liquidated	18,521	18,521	28,900	--	28,900	25.1	17.7	1.6
Covenant Apartment Fund IV	Value-Add	2004	Liquidated	31,479	31,479	42,631	--	42,631	16.8	10.1	1.4
Covenant Apartment Fund V	Value-Add	2006	Liquidated	158,800	158,800	193,641	--	193,641	4.7	3.0	1.2
Covenant Apartment Fund VI	Value-Add	2008	Liquidated	140,000	139,790	220,203	--	220,203	18.8	13.5	1.6
Covenant Apartment Fund VII	Value-Add	2012	Liquidated	236,000	236,000	371,510	--	371,510	24.4	18.2	1.6
Covenant Apartment Fund VIII	Value-Add	2015	Fully Invested	260,000	260,000	339,262	66,478	405,740	23.2	17.7	1.6
Covenant Apartment Fund IX	Value-Add	2018	Investing	395,000	395,000	37,133	426,370	463,370	18.0	12.3	1.2
Covenant Apartment Fund X	Value-Add	2020	Fundraising	461,476	129,213	--	128,756	128,756	n/m	n/m	1.0
Separate Account Platform											
Covenant Institutional Real Estate Fund I	Affordable Housing	2003	Liquidated	145,000	140,952	202,222	--	202,222	15.2	10.4	1.4
Total—All Funds and Separate Account				**1,854,119**	**1,517,598**	**1,452,584**	**621,471**	**2,074,055**			

THE ABOVE INVESTMENT PERFORMANCE SHOULD BE EVALUATED IN CONJUNCTION WITH THE ENDNOTES LOCATED ON THE LAST PAGE OF THIS PRESENTATION.

GEOGRAPHY OF ASSETS OWNED AND TARGET CITIES



GEOGRAPHY OF ASSETS OWNED		
State	**No. of Units**	**Total (%)**
FL	3,698	29.7
TN	1,981	15.9
KY	1,396	11.2
IN	1,248	10.0
AL	1,202	9.7
VA	872	7.0
GA	636	5.1
TX	559	4.5
AR	312	2.5
NC	309	2.5
SC	240	1.9
TOTAL	**12,453**	**100.0**

COVENANT CAPITAL GROUP

INVESTMENT STRATEGY AND PROCESS

The Fund will focus on acquiring well-located apartment communities in areas with projected employment growth, existence of robust infrastructure, and diversity and growth of the economic base driven by the presence of major universities, technology, healthcare and government. The presence of a younger, more educated demographic profile which has a high population of renters by choice is also emphasized in the selection of markets targeted for investment by the Fund.

- **Select** and continuously evaluate target markets through rigorous analysis of detailed demographic data at both the market and sub-market levels.
- **Focus** on demographically attractive growth markets, characterized by growing population and job growth, both of which are positively correlated with rental rates and occupancy. Target properties that are mismanaged and under capitalized.
- **Invest** in apartment properties with strong and stable current cash flow in markets with an opportunity for potential capital appreciation.

In order to achieve the Fund's value-add investment strategy, Covenant will seek to acquire high-quality apartment communities at discounts to replacement cost, create a diverse portfolio of apartment communities and will aim to improve the properties through better focused management and targeted value-add investments utilizing the following strategy:

BUY—apartment communities that are in need of physical, managerial and/or operational improvements. Covenant's ability to source deals off-market is key to avoid competitive bidding wars

FIX—the problems unique to each community through renovation and/or managerial and operational restructuring. Covenant will seek to create core properties through renovation, repositioning and releasing strategies

SELL—the properties at an optimal time, which Covenant will determine based on the expertise acquired in its 20 years of experience

INVESTMENT STRATEGY AND PROCESS

Helping our investors understand and invest in the multifamily space is core to what we do and now our role is more important than ever. We have defined an investment strategy for the market opportunity, and we intend to execute this long-term strategy over the life of the Fund.

- **NIMBLE** – We consider our size an advantage. We want to be big enough to pursue large properties and portfolios, yet small enough to maintain the loyalty and relationships that are so critical in our industry. Our average investment amount of $5,000,000 to $20,000,000, and our nimble structure positions us to compete for a broader range of transactions against not only regional operators, but also the larger real estate fund managers. Covenant will focus on cities with not only growing populations and employment opportunities, but also attractive locations in major Southeastern, Mid-Atlantic and Southwestern markets when investing the Fund's capital commitments. We plan to leverage the existing relationships with property management firms on our property management platform to source and execute investments in our target markets. The properties' day-to-day operations will be managed by third-party property management companies that have demonstrated a successful track record. By utilizing external property management companies, Covenant can be a nimble investor and quickly invest capital into a region or market to take advantage of investment opportunities.

- **CONSERVATIVE** – We plan to utilize a conservative balance sheet for each investment. We plan to utilize a combination of fixed and floating-rate debt with a combined loan-to-value ratio of 65%. This debt will not be crossed and will typically be sourced from commercial banks at which we have long-term relationships and from Fannie Mae and Freddie Mac. Covenant has not historically utilized life insurance companies, CMBS lenders or debt funds for financing, but could consider them as a capital source if market conditions change. For over 30 years, Fannie Mae and Freddie Mac have been reliable sources of mortgage capital for apartment owners in every U.S. market.

- **DEFENSIVE** – We believe that our value-add investment strategy is working extremely well during the current market conditions and that our properties are positioned to outperform their peers as the market recovers. Importantly, our properties remain affordable with average rents of $1,000; in most cases, this is less than 30% of the renter's income. Our average rental rate is 39% below the "average rent in high-end apartments" in the 30 major cities of $1,640. In addition, new multifamily residential construction permits, starts and completions were down in 2020 due to rising construction costs, cautious lenders and a slower permitting process. Covenant seeks to acquire investments at a discount to replacement cost, which provides an additional buffer from the competition of new construction. The combination of reasonable market rental rates and geographically diversified portfolio purchased at a discount to replacement costs should maintain occupancy and value across cycles.

MARKET OPPORTUNITY

We believe the demand for quality apartments homes will continue as the country grows and fewer people choose to move in into single-family homes. In Covenant's view, the key economic drivers for increased apartment housing demand are as follows:

- Multifamily housing has been a bright spot in the market as the government stimulus has provided liquidity for markets and assisted residents with the payment of rent.
- Job markets in the Southeast, Mid-Atlantic and Southwest have experienced less disruption. Jobs and growing populations will continue to drive housing demand and create an opportunity for multifamily investors as the economy recovers.
- Population migration to the Sunbelt continues as people seek warmer weather, lower living costs, favorable tax climates and a range of job opportunities. Northeast and Midwest states especially fuel migration to the Southeast, most notably Florida which has benefited from the outflow of residents from congested Northeastern cities.
- Covenant views the recent low volatility of the multifamily industry as continuing to make apartment properties an ideal defensive investment asset.
- Unlike 2008, the industry does not have a large amount vacant single-family homes that were distressed and converted to rental properties. In addition, lenders have exhibited better judgement over the last 10 years with tighter credit standards and overall lower loan to value ratios across the multifamily industry.
- The multifamily space is very fragmented with a variety of owners and a broad range of product offerings. Covenant believes that it can take advantage of the value arbitrage opportunity given less competition, less sophisticated sellers, and a better risk-adjusted return profile.
- Almost every apartment community presents some opportunity for improvements that would increase rental rates and occupancy, but not every owner takes advantage of its properties' potential.

KEY ECONOMIC DRIVERS FOR SUCCESS

Migration out of Core Markets

COVID-19 crisis is accelerating the long-term trend of relocating jobs and people out of the coastal primary cities into the first- and second-tier cities in the Southeast, Southwest and Mid-Atlantic.

Rising Development Costs

We expect to see significantly less competition from the development of new apartment communities in the near future. The pace of development should continue to moderate in 2021 and reduce the supply of available new apartments to compete with the existing stock.

Shortage of Rental Housing

The U.S. is not building enough housing to support the demand of our growing country. Apartment occupancy rates have reached the highest level seen in 20 years. Development costs are rising, and rents must rise to cover the increased costs. 4.6 million apartment units need to be added by 2030 just to keep up with demand.

The Changing Renter

Apartment communities are a critical component of the housing market in America today, with around 35% of families choosing to rent rather than own. Renting is becoming an increasingly popular lifestyle choice. With more middle-income and high-income households choosing to rent, there is more competition for the existing supply of rental housing.

Driving Demand – Millennials

The Millennial generation, comprised of 73 million Americans, are increasingly choosing to live in rental housing for a variety of reasons, such as the flexibility of rental housing and the potential financial challenges associated with owning a home.

COVENANT APARTMENT FUND X
ACQUISITIONS

- Called 37% of committed capital to fund 10 acquisitions and ongoing renovations
- An additional 8 properties have been identified for investment.

ASHFORD 75 ATLANTA, GA	
Acquisition Date:	October 30th
Number of Units:	416
Purchase Price:	$69 million
Price Per Unit (at acquisition):	$165,865
Renovation Budget:	$5 million

SWAN LAKE TAMPA, FL	
Acquisition Date:	December 23rd
Number of Units:	640
Purchase Price:	$82.5 million
Price Per Unit (at acquisition):	$128,906
Renovation Budget:	$7.1 million

BRANDYWINE TAMPA, FL	
Acquisition Date:	December 23rd
Number of Units:	477
Purchase Price:	$55.3 million
Price Per Unit (at acquisition):	$116,000
Renovation Budget:	$3.6 million

ELEVATION KNOXVILLE, TN	
Acquisition Date:	January 2021
Number of Units:	350
Purchase Price:	$37 million
Price Per Unit (at acquisition):	$105,000
Renovation Budget:	$5 million

COVENANT APARTMENT FUND X
ACQUISITIONS CONTINUED

WATERLEAF
PORT ST. LUCIE, FL

Acquisition Date:	April 2021
Number of Units:	230
Purchase Price:	$41.5 million
Price Per Unit (at acquisition):	$180,652
Renovation Budget:	$3.45 million

CHANDLER PARK
BOWLING GREEN, KY

Acquisition Date:	April 2021
Number of Units:	390
Purchase Price:	$47.9 million
Price Per Unit (at acquisition):	$122,820
Renovation Budget:	$2.5 million

TOSCANA AT SONTERRA
SAN ANTONIO, TX

Acquisition Date:	March 2021
Number of Units:	248
Purchase Price:	$32.3 million
Price Per Unit (at acquisition):	$130,242
Renovation Budget:	$2.2 million

ENCLAVE AUGUSTA
AUGUSTA, GA

Acquisition Date:	April 2021
Number of Units:	276
Purchase Price:	$23.8 million
Price Per Unit (at acquisition):	$86,051
Renovation Budget:	$4.4 million

LAKESHORE CLUB
TAMPA, FL

Acquisition Date:	April 2021
Number of Units:	638
Purchase Price:	$77.0 million
Price Per Unit (at acquisition):	$120,690
Renovation Budget:	$10.8 million

GREENLEAVES
LOUISVILLE, KY

Acquisition Date:	April 2021
Number of Units:	90
Purchase Price:	$7.0 million
Price Per Unit (at acquisition):	$77,778
Renovation Budget:	$1.8 million

SUSTAINABILITY INITIATIVES

Covenant is proud to be a signatory of the United Nations' Principles of Responsible Investing and strives to incorporate those principles into all that we do

We are focused on revitalizing and extending the lifespan of apartment communities while reducing their environmental impact.

20% - 25%
ANNUAL WATER SAVINGS
(on average)

CONSERVE water across our portfolio by installing low-flow water systems that include low-flow toilets, shower heads and faucets.

18% - 25%
ANNUAL ELECTRICITY SAVINGS
(on average)

REDUCE electrical consumption by installing energy efficient appliances, windows, roof systems, siding and insulation and also upgraded lighting.

$300 MILLION
INVESTED IN RENOVATIONS
(in the past 10 years)

PRESERVE existing apartment units by completing strategic renovations and updates that make vast improvements in environmental efficiencies and adds long-term sustainability.

31,101 UNITS
DELIVERED BACK TO THE MARKET
(in the past 10 years)

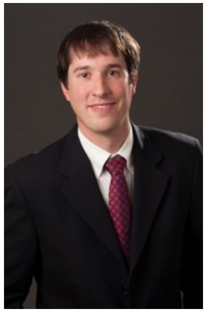
RETURN revitalized and energy-efficient apartment communities with an extended lifespan back to the market. The improvements made are both environmentally friendly and attractive to the desires of today's renter.

PRINCIPALS

Frederic A. Scarola ("Rick"), Managing Partner - is a co-founder and principal of Covenant Capital Group. Rick is responsible for setting investment strategy for acquisitions and dispositions, and is a member of the Investment Committee. During the past 35 years, Rick has been involved in the acquisition and disposition of apartment properties for a number of companies where he was directly responsible for identifying, evaluating, negotiating and executing these transactions for apartment communities located in the Southeast and Midwest. From 1998 to 2001, Rick was an Executive Vice President with Brookside Properties, Inc., Nashville, Tennessee. From 1985 to 1998, Rick worked for Insignia Capital Advisors and predecessor organizations, where he played a major role in the disposition of over 15,000 multifamily units. These transactions involved 250 apartment communities with a value of over $2 billion. While at Insignia, Rick acquired apartment properties under exclusive advisory agreements for Mid-America Apartments Communities, Inc., New Plan Excel Trust and Graystone Properties. Rick also serves on the University of Florida Real Estate Advisory Board and is a member of the National Multi Housing Council. Rick holds a Bachelor of Science in Business Administration from the University of Florida (1982).

Govan D. White, Managing Partner - is a co-founder and principal of Covenant Capital Group. He is responsible for managing the corporate activities of the firm including: finance, accounting, investor relations, transaction structuring and asset management. Govan is a member of the Investment Committee. Prior to forming Covenant Capital Group in 2001, Govan was a Managing Director with Solidus Company, from 2000 to 2001, where he formulated the investment strategy for the firm's real estate activities in publicly traded REITs and directed investments in apartment communities. From 1995 to 2000, Govan was a Senior Vice President at AmSouth Bank and predecessor organizations where he was responsible for managing the mortgage portfolio, hedging interest rate risk, securitizing mortgages and selling mortgage servicing. He was a member of the bank's Asset Liability Committee and Investment Committee. From 1989 to 1995, he was employed by Fannie Mae in Washington, D.C., where he was a Senior Business Analyst and worked on securitizations and corporate strategy initiatives. Prior to 1989, Govan worked in the securities industry as an investment advisor and trader. Govan has over 35 years of experience in the financial and real estate industries. Govan's expertise includes all aspects of analysis, identification, evaluation and trading in real estate assets; he managed the sale and securitization of assets worth over $2 billion in more than 50 transactions, prior to forming Covenant. He is a member of the National Multi Housing Council and Pension Real Estate Association. Govan holds a Bachelor of Science in Finance from the University of Alabama (1984).

MANAGEMENT TEAM



Daniel F. Barber ("Dan"), Senior Vice President, Chief Financial Officer and Chief Compliance Officer - leads the accounting, financial reporting, and compliance efforts for Covenant. Dan also oversees the stabilized Asset Management team and works closely with various property management companies to deliver strong results from each property in Covenant's portfolio. Dan performs the quarterly valuation process for all assets and works closely with the Chief Investment Officer to model the results of Covenant's funds and make prudent investment, financing, and disposition recommendations. Dan is a non-voting member of the Investment Committee. Dan joined Covenant in 2012. From 2010 to 2012, Dan was the Accounting and Reporting Manager with Mars, Incorporated where he managed the general accounting and monthly reporting process for a $700+ million division. From 2007 to 2010, Dan served as Assistant Controller for Aldus Capital in Dallas, Texas where he managed the accounting and financial reporting process for the private equity firm with approximately $6 billion under management. From 2005 to 2007, he was a Senior Auditor for Ernst & Young, LLP in Dallas focusing on healthcare and financial services clients. Dan holds a Master's of Accountancy from the University of Mississippi (2005) and a Bachelor of Business Administration in Accounting from Southern Methodist University (2004). He is a licensed Certified Public Accountant and a member of the American Institute of Certified Public Accountants as well as the Tennessee Society of Certified Public Accountants.

John K. Berry, Vice President | Portfolio Manager (Alabama, Indiana, Kentucky, North Carolina and Tennessee) - oversees all sourcing, due diligence, underwriting and construction efforts for all Covenant investments within his portfolio and manages relationships with brokers, contractors and property managers. From 2016 to 2018, John served as Vice President of Construction, overseeing the execution of numerous renovation projects for Covenant. John joined Covenant in March of 2013 as an Acquisition Analyst. From 2011 to 2013 he was enrolled at Vanderbilt's Owen Graduate School of Management and interned for Boyle Investment Company where he performed financial and strategic analysis on commercial developments and completed due diligence on real estate investments. From 2006 to 2010, John was an Officer in the U.S. Navy, where he served in multiple at sea assignments aboard a variety of U.S. Navy platforms. His most recent assignment was serving as the Damage Control Assistant on the USS Roosevelt. John holds a Master's of Business Administration with a concentration in Corporate Finance, Accounting, and Real Estate from the Owen Graduate School of Management at Vanderbilt University (2013). He also holds a Bachelor of Business Administration with a Major in Finance from the University of Tennessee (2006).

Brandi N. Ferrari, Vice President and Controller - executes the general and fund accounting functions for Covenant. She works closely with third-party property management companies to ensure that proper controls and procedures govern each of Covenant's properties. Brandi is a key part of the Asset Management function through her monthly reviews of property financials. She also has developed an expertise in managing ancillary revenue streams for the properties and negotiating the related contracts around these efforts. Brandi joined Covenant in 2015. Previously from 2006 to 2015, Brandi was the Accounting Manager with Ferrari Companies where she managed all accounting and reporting functions. From 2004 to 2006, Brandi served as Financial Reporting Manager for CBRL Group where she supported the SEC reporting process as well as financial reporting to executive management and investors. From 2002 to 2004, Brandi worked as Divisional Accounting Manager for Private Business, Inc. Prior to that, she was a Staff Auditor for Deloitte & Touche LLP in Nashville serving retail, manufacturing and healthcare clients. Brandi holds a Masters of Accountancy from Belmont University (2001) and a Bachelor of Science in Commerce and Business Administration from the University of Alabama (2000). She is a licensed Certified Public Accountant and a member of the American Institute of Certified Public Accountants as well as the Tennessee Society of Certified Public Accountants.

MANAGEMENT TEAM

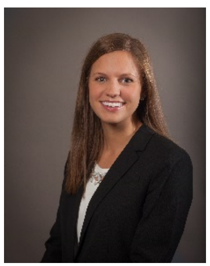
Kim Knost, Transaction Manager, is responsible for collecting all due diligence information for potential acquisitions and dispositions and processing renovation draws portfolio wide. Kim is a non-voting member of the Disposition Committee and holds the position of Secretary. She is also secretary of the Rehab Committee. Kim joined Covenant Capital Group in February 2010 as Rehab Coordinator and transitioned to Closing Coordinator in January 2013. From 2001 to 2009, Kim worked for a small real estate company in Middle Tennessee where she managed 4 satellite offices. Kim pursued a degree in Business Administration from Middle Tennessee State University.

Brian M. Lott, Vice President | Portfolio Manager (Florida, Georgia, South Carolina, Texas, Virginia) - is responsible for the sourcing, due diligence, underwriting and construction efforts for all Covenant assets within his portfolio and manages relationships with brokers, contractors and property managers. Prior to his current role, Brian was Vice President of Acquisitions for Covenant from 2015 to 2018 where he developed broker and owner relationships and lead the sourcing and due diligence efforts for numerous investments. He was member of the Acquisitions Division from 2013 to 2015. Brian joined Covenant in 2010 as a Project Manager and was responsible for construction management where he contracted and oversaw over $42 million in renovations across 18 properties. From 2008 to 2009 Brian worked for Shanghai Corporate Consulting Co., Ltd in Shanghai, China where he was an associate in the accounting division, working with multinational corporations operating in China. He holds a Master's of Science in Real Estate (2010) and graduated cum laude with a Bachelor of Science in Business Administration with a Major in Finance (2008) from the University of Florida. Brian also studied International Business and Mandarin Chinese at the Shanghai University of Finance and Economics.

Molly Viola, Asset Manager, is responsible for analysis and reporting on investments and conducting property site inspections. Before joining Covenant Capital Group, Molly spent the previous two years working with Medical Reimbursements of America, Inc. as an Implementation Project Manager, where she managed and developed specialized workflows to realize additional revenue for hospitals and health systems nationwide. Molly holds a Bachelor of Science in Biology from the University of Georgia (2015).

MANAGEMENT TEAM

Eugene Woods Weathersby, Jr. ("E.W."), Senior Vice President and Chief Investment Officer - leads the acquisition, disposition and financing team. E.W. works with the Portfolio Managers and Analysts to source, structure, and execute investments. He oversees the financing of all investments and manages the disposition efforts, working to maximize returns for investors. He maintains strong relationships across the industry with lenders, brokers, and multifamily owners, providing Covenant with valuable contacts for every phase of an investment. E.W. is a non-voting member of the Investment Committee. From 2005 to 2006, he worked for the Boyle Development Company where he performed financial and strategic analysis on commercial developments, developed marketing strategies for commercial developments and completed due diligence on investments. From 2000 to 2004, E.W. was with PriceWaterhouseCoopers, LLP in Dallas, Texas where he was a Senior Associate in the real estate industry division. E.W. holds a Master's of Business Administration with a Concentration in Finance from the Owen Graduate School of Management at Vanderbilt University (2006). He also holds a Master's of Science in Accounting (2000), and a Bachelor of Business Administration with a Major in Accounting from Southern Methodist University (1999).



Danielle P. Wills ("Dani"), Vice President of Investor Relations and Risk Management - manages the Investor Relations Division at Covenant Capital Group. She is responsible for strategy and coordination of client relations across the firm. She provides investors with proactive client service and timely information, including preparation and distribution of annual and quarterly reports and all supplemental investor requests. She also oversees risk management for all of Covenant's properties. Dani was previously a Portfolio Analyst with Covenant managing property level accounting, tax and property insurance for the portfolio. Dani graduated with a Bachelor of Science in Commerce and Business Administration from the University of Alabama (2011).

SUMMARY OF KEY TERMS

The Fund:	Covenant Apartment Fund X, L.P., together with any parallel limited partnerships
Target Size:	$400 million, with a hard cap of $550 million
Covenant Commitment:	1.5% of the aggregate amount of capital committed to the Fund
Investment Period:	Commencing on the initial closing and terminating 3 years after the end of the offering period
Concentration Limitation:	No more than 10% of capital commitments in any one investment
Geographic Limitations:	U.S. only, with a Southeastern, Mid-Atlantic and Southwestern focus. No more than 20% of the capital commitments of the Fund may be invested by the Fund in properties located outside of the Specified States.
Preferred Return:	8% per annum, compounded annually
Carried Interest:	20% of net profits
General Partner Catch-Up:	After return of capital and preferred return, 50/50 catch-up between LP and GP until the General Partner has received 20% of net profits.
General Partner Clawback:	Yes
Management Fee:	1.5% per annum of capital commitments during Investment Period; thereafter 1.5% per annum of aggregate capital contributions. Limited Partners with capital commitments of at least $15 million will benefit from certain priority distributions, which will result in such Limited Partners bearing management fees equal to 1.25% per annum of the amounts described above.
Leverage:	Subject to certain restrictions described in *Section V, Summary of Terms—Borrowings*. The General Partner expects the total debt to be not more than 65% of the market value of the Fund's investments in the aggregate and 80% for any individual investment.
Co-Investment Rights:	The General Partner may provide co-investment opportunities to Limited Partners with capital commitments that equal or exceed $15 million.

DISCLAIMERS

THE INFORMATION CONTAINED IN THIS PRESENTATION IS HIGHLY CONFIDENTIAL. EXCEPT AS REQUIRED BY LAW OR REGULATORY REQUIREMENTS, BY PARTICIPATING IN THIS PRESENTATION, YOU AGREE TO MAINTAIN THE CONFIDENTIALITY OF THE INFORMATION CONTAINED HEREIN AND AGREE THAT YOU WILL NOT REPRODUCE OR DISTRIBUTE SUCH INFORMATION TO ANY OTHER PERSON OR USE SUCH INFORMATION FOR ANY PURPOSE OTHER THAN TO EVALUATE THE INFORMATION DESCRIBED HEREIN.

THE INFORMATION CONTAINED HEREIN IS PROVIDED TO YOU AT YOUR REQUEST FOR INFORMATION PURPOSES ONLY AND IS NOT, AND MAY NOT BE RELIED ON IN ANY MANNER AS, LEGAL, TAX OR INVESTMENT ADVICE AND DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY AN INTEREST IN COVENANT APARTMENT FUND IX, L.P. (THE "FUND"). A PRIVATE OFFERING OF INTERESTS IN THE FUND WILL ONLY BE MADE PURSUANT TO THE FUND'S CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM (AS AMENDED, RESTATED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME, THE "OFFERING MEMORANDUM") AND THE FUND'S SUBSCRIPTION DOCUMENTS AND LIMITED PARTNERSHIP AGREEMENT, WHICH WILL BE FURNISHED TO QUALIFIED INVESTORS ON A CONFIDENTIAL BASIS AT THEIR REQUEST FOR THEIR CONSIDERATION IN CONNECTION WITH SUCH OFFERING AND WILL BE SUBJECT TO THE TERMS AND CONDITIONS CONTAINED IN SUCH DOCUMENTS. THE INFORMATION CONTAINED HEREIN WILL BE SUPERSEDED BY, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO, THE OFFERING MEMORANDUM, WHICH CONTAINS ADDITIONAL INFORMATION ABOUT THE INVESTMENT OBJECTIVE, TERMS AND CONDITIONS OF AN INVESTMENT IN THE FUND AND ALSO CONTAINS TAX INFORMATION AND RISK DISCLOSURES THAT ARE IMPORTANT TO ANY INVESTMENT DECISION REGARDING THE FUND. ANY TARGETED PORTFOLIO ALLOCATIONS INCLUDED IN THIS PRESENTATION ARE PROVIDED FOR ILLUSTRATIVE PURPOSES ONLY AND MAY NOT BE THE FUND'S ACTUAL PORTFOLIO ALLOCATIONS.

THE INTERESTS IN THE FUND HAVE NOT BEEN FILED WITH OR APPROVED OR DISAPPROVED BY AN REGULATORY AUTHORITY, NOR HAS ANY SUCH REGULATORY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF SUCH INTERESTS. INTERESTS IN THE FUND HAVE NOT BEEN AND WILL NOT BE REGISTERED FOR SALE, AND THERE WILL BE NO PUBLIC OFFERING OF SUCH INTERESTS. THERE IS NO ACTIVE SECONDARY MARKET FOR INTERESTS IN THE FUND AND NONE IS EXPECTED TO DEVELOP. THERE WILL BE RESTRICTIONS ON THE TRANSFERS OF INTERESTS IN THE FUND.

INVESTMENT IN THE FUND WILL INVOLVE SIGNIFICANT RISKS, INCLUDING RISK OF LOSS OF THE ENTIRE INVESTMENT. BEFORE DECIDING TO INVEST IN THE FUND, PROSPECTIVE INVESTORS SHOULD PAY PARTICULAR ATTENTION TO THE RISK FACTORS CONTAINED IN THE OFFERING MEMORANDUM, INCLUDING, BUT NOT LIMITED TO: (I) THE FUND'S INVESTMENT IN REAL ESTATE ASSETS MAY RESULT IN A LOSS OF INVESTMENT; (II) DEPENDENCE ON KEY PERSONNEL MAY RESULT IN ADDITIONAL OPERATIONAL RISK; AND (III) THE FUND WILL BE MANAGED EXCLUSIVELY BY THE GENERAL PARTNER, AND THE LIMITED PARTNERS WILL NOT HAVE ANY RIGHT TO PARTICIPATE IN THE MANAGEMENT OR BUSINESS OF THE FUND. INVESTORS SHOULD HAVE THE FINANCIAL ABILITY AND WILLINGNESS TO ACCEPT THE RISK CHARACTERISTICS OF THE FUND'S INVESTMENTS AND CONSULT WITH THEIR OWN INVESTMENT, ACCOUNTING, REGULATORY, TAX AND OTHER ADVISORS AS TO THE CONSEQUENCES OF AN INVESTMENT IN THE FUND.

INVESTMENTS IN PRIVATE FUNDS ARE SPECULATIVE AND INVOLVE SPECIAL RISKS INCLUDING THE FACT THAT PRIVATE FUNDS: (I) MAY BE HIGHLY ILLIQUID; (II) ARE NOT REQUIRED TO PROVIDE PERIODIC PRICING OR VALUATION INFORMATION TO INVESTORS; (III) MAY INVOLVE COMPLEX TAX STRUCTURES AND DELAYS IN DISTRIBUTING IMPORTANT TAX INFORMATION; (IV) ARE NOT SUBJECT TO THE SAME REGULATORY REQUIREMENTS AS MUTUAL FUNDS; (V) OFTEN CHARGE HIGHER FEES AND THE HIGH FEES MAY OFFSET THE FUND'S TRADING PROFITS; (VI) MAY HAVE A LIMITED OPERATING HISTORY;
(VII) MAY HAVE PERFORMANCE THAT IS VOLATILE; (VIII) MAY HAVE A FUND MANAGER WHO HAS TOTAL TRADING AUTHORITY OVER THE FUND AND THE USE OF A SINGLE ADVISER APPLYING GENERALLY SIMILAR TRADING PROGRAMS COULD MEAN A LACK OF DIVERSIFICATION, AND CONSEQUENTLY, HIGHER RISK; (IX) MAY NOT HAVE A SECONDARY MARKET FOR AN INVESTOR'S INTEREST IN THE FUND AND NONE MAY BE EXPECTED TO DEVELOP; AND (X) MAY HAVE RESTRICTIONS ON TRANSFERRING INTERESTS IN THE FUND.

NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY STATEMENT CONCERNING THE FUND OTHER THAN AS SET FORTH IN THE OFFERING MEMORANDUM AND ANY SUCH STATEMENTS, IF MADE, MAY NOT BE RELIED UPON. THE INFORMATION CONTAINED HEREIN MUST BE KEPT STRICTLY CONFIDENTIAL AND MAY NOT BE REPRODUCED OR REDISTRIBUTED IN ANY FORMAT WITHOUT THE GENERAL PARTNER'S EXPRESS WRITTEN APPROVAL.

IN CONSIDERING THE PERFORMANCE INFORMATION (IF ANY), RECIPIENTS SHOULD BEAR IN MIND THAT PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS, AND THERE CAN BE NO ASSURANCE THAT THE FUND WILL ACHIEVE COMPARABLE RESULTS, THAT TARGETED RETURNS OR ASSET ALLOCATIONS WILL BE MET OR THAT THE FUND WILL BE ABLE TO IMPLEMENT ITS INVESTMENT STRATEGY AND INVESTMENT APPROACH OR ACHIEVE ITS INVESTMENT OBJECTIVE. ACTUAL REALIZED RETURNS ON UNREALIZED INVESTMENTS WILL DEPEND ON, AMONG OTHER FACTORS, FUTURE OPERATING RESULTS, THE VALUE OF THE ASSETS AND MARKET CONDITIONS AT THE TIME OF DISPOSITION, ANY RELATED TRANSACTION COSTS AND THE TIMING AND MANNER OF SALE, ALL OF WHICH MAY DIFFER FROM THE ASSUMPTIONS AND CIRCUMSTANCES ON WHICH THE VALUATIONS USED IN THE PERFORMANCE DATA CONTAINED HEREIN ARE BASED. ACCORDINGLY, THE ACTUAL REALIZED RETURNS ON THESE UNREALIZED INVESTMENTS MAY DIFFER MATERIALLY FROM THE RETURNS INDICATED HEREIN.

THE STATEMENTS CONTAINED HEREIN THAT ARE NOT HISTORICAL FACTS ARE FORWARD-LOOKING STATEMENTS. THESE FORWARD-LOOKING STATEMENTS ARE BASED ON CURRENT EXPECTATIONS, ESTIMATES AND PROJECTIONS ABOUT THE INDUSTRY AND MARKETS IN WHICH THE FUND OPERATES, MANAGEMENT'S BELIEFS, AND ASSUMPTIONS MADE BY MANAGEMENT. WORDS SUCH AS "EXPECTS", "ANTICIPATES", "SHOULD", "INTENDS", "PLANS", "BELIEVES", "SEEKS", "ESTIMATES", "PROJECTS", VARIATIONS OF SUCH WORDS AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY SUCH FORWARD-LOOKING STATEMENTS. THESE STATEMENTS ARE NOT GUARANTEES OF FUTURE PERFORMANCE AND INVOLVE CERTAIN RISKS, UNCERTAINTIES AND ASSUMPTIONS WHICH ARE DIFFICULT TO PREDICT. THEREFORE, ACTUAL OUTCOMES AND RESULTS MAY DIFFER MATERIALLY FROM WHAT IS EXPRESSED OR FORECAST IN SUCH FORWARD-LOOKING STATEMENTS.

CERTAIN INFORMATION CONTAINED HEREIN HAS BEEN OBTAINED FROM PUBLISHED AND NON-PUBLISHED SOURCES. IT HAS NOT BEEN INDEPENDENTLY VERIFIED BY THE SPONSOR OR ANY OF ITS AFFILIATES. EXCEPT WHERE OTHERWISE INDICATED, THE INFORMATION PROVIDED HEREIN IS BASED ON MATTERS AS THEY EXIST AS OF THE DATE OF PREPARATION AND NOT AS OF ANY FUTURE DATE, AND WILL NOT BE UPDATED OR OTHERWISE REVISED TO REFLECT INFORMATION THAT SUBSEQUENTLY BECOMES AVAILABLE, OR CIRCUMSTANCES EXISTING OR CHANGES OCCURRING AFTER THE DATE HEREOF.

ENDNOTES

DURING THE YEAR ENDING DECEMBER 31, 2020, AN OUTBREAK HAS INTENSIFIED OF A NOVEL AND HIGHLY CONTAGIOUS FORM OF CORONAVIRUS ("COVID-19"), WHICH THE WORLD HEALTH ORGANIZATION FORMALLY DECLARED IN MARCH 2020 TO CONSTITUTE A GLOBAL "PANDEMIC." THIS OUTBREAK HAS CAUSED A WORLD-WIDE PUBLIC HEALTH EMERGENCY, SIGNIFICANTLY CONSTRAINED GLOBAL ECONOMIC PRODUCTION AND ACTIVITY OF ALL KINDS, AND CONTRIBUTED TO BOTH VOLATILITY AND A SEVERE DECLINE IN ALL FINANCIAL MARKETS. SEE ALSO "RISK FACTORS AND POTENTIAL CONFLICTS OF INTEREST — PUBLIC HEALTH EMERGENCIES; COVID-19." AS A RESULT, ECONOMIC AND MARKET CONDITIONS HAVE SIGNIFICANTLY DETERIORATED LEADING UP TO, AND SUBSEQUENT TO, MARCH 31, 2021. THE INVESTMENT PERFORMANCE PRESENTED HEREIN DOES NOT FULLY TAKE INTO ACCOUNT THESE EVENTS, THE EFFECTS OF WHICH THE GENERAL PARTNER EXPECTS WILL BE ADVERSE TO THE AGGREGATE INVESTMENT PERFORMANCE OF CERTAIN OR ALL OF THE UNREALIZED INVESTMENTS DESCRIBED HEREIN. FMV FIGURES ARE ALSO PROVIDED AS OF MARCH 31, 2021 AND ARE DETERMINED AS DESCRIBED IN ENDNOTE (6) BELOW. FMV FIGURES PROVIDED IN FUTURE PERIODS MAY BE MATERIALLY DIFFERENT AND ADVERSE AS THE EFFECTS OF COVID-19 ON THE PRIOR COVENANT FUNDS' UNREALIZED INVESTMENTS CONTINUE TO UNFOLD AND BECOME MORE FULLY UNDERSTOOD.

IN CONSIDERING ANY PERFORMANCE INFORMATION CONTAINED HEREIN, RECIPIENTS SHOULD BEAR IN MIND THAT PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS, AND THERE CAN BE NO ASSURANCE THAT THE PRIOR COVENANT FUNDS OR INVESTMENTS BY THE PRIOR COVENANT FUNDS, AS THE CONTEXT REQUIRES, WILL ACHIEVE COMPARABLE RESULTS OR THAT PROJECTED RETURNS, IF ANY, WILL BE MET. THERE CAN BE NO ASSURANCES OR GUARANTEES THAT (I) THE FUND'S INVESTMENT OBJECTIVES WILL BE REALIZED, (II) THE FUND'S INVESTMENT STRATEGY WILL PROVE SUCCESSFUL OR (III) INVESTORS WILL NOT LOSE ALL OR A PORTION OF THEIR INVESTMENT IN THE FUND.

(1) PRIOR PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS OR RETURNS OF THE FUND. THE ULTIMATE RETURNS REALIZED BY THE FUND WILL DEPEND UPON NUMEROUS FACTORS THAT ARE SUBJECT TO UNCERTAINTY. AMONG OTHER FACTORS, THE GENERAL PARTNER AND/OR ITS AFFILIATES WILL RECEIVE FEES AND A CARRIED INTEREST FROM THE FUND, WHICH ARE REFLECTED (WHETHER PAID, ACCRUED, OR BOTH) IN THE NET RETURNS SET FORTH HEREIN. THE PRIOR INVESTMENTS OF COVENANT WERE MADE OVER AN EXTENDED PERIOD OF TIME AND THE RESULTS MAY HAVE BEEN AFFECTED BY CHANGING MARKET CONDITIONS AND INVESTMENT CYCLES. THEREFORE, THERE CAN BE NO ASSURANCE THAT THE RESULTS OF COVENANT'S PREVIOUS REAL ESTATE INVESTMENTS WILL BE ACHIEVED FOR THE FUND OR THAT THE FUND WILL BE ABLE TO IMPLEMENT ITS INVESTMENT STRATEGY OR ACHIEVE ITS INVESTMENT OBJECTIVES (DUE TO MARKET CONDITIONS OR OTHERWISE). SEE SECTION VI, RISK FACTORS AND POTENTIAL CONFLICTS OF INTEREST. THE TRACK RECORD SHOWN ON PAGE 28 HAS NOT BEEN AUDITED BY AN INDEPENDENT PUBLIC ACCOUNTING FIRM.

(2) IN ADDITION TO COVENANT APARTMENT FUNDS I, II, III, IV, V, VI, VII, VIII, IX AND COVENANT INSTITUTIONAL REAL ESTATE FUND I (COLLECTIVELY, THE "PRIOR COVENANT FUNDS") PRESENTED IN THIS TRACK RECORD, THE PRINCIPALS HAVE BEEN INVOLVED IN 22 OTHER MULTIFAMILY REAL ESTATE INVESTMENTS SINCE 1990, REPRESENTING OVER $330 MILLION OF MULTIFAMILY ASSETS. WHILE THESE INVESTMENTS WERE LOCATED IN MANY OF THE SAME MARKETS THAT WILL BE TARGETED BY THE FUND, THE INVESTMENTS INVOLVED DIFFERENT RISK PROFILES THAN THE FUND IS PLANNING TO EXECUTE AND HAS BEEN PREVIOUSLY EXECUTED BY THE PRIOR COVENANT FUNDS. THE PRINCIPALS WERE IN THE ROLE OF OWNER OR MANAGER WITH INCREASED RISK AND DAY-TO-DAY RESPONSIBILITY, AS OPPOSED TO OUTSOURCING THE PROPERTY MANAGEMENT TO UNAFFILIATED FIRMS TO CREATE A CLEAR ALIGNMENT OF INTERESTS. IN ADDITION, MANY OF THESE INVESTMENTS WERE BOUGHT TO BE HELD OVER A LONG PERIOD OF TIME RATHER THAN OVER THE FIXED LIFE OF A FUND. AS OF MARCH 31, 2021, THREE (3) OF THESE PRIOR INVESTMENTS WERE STILL OWNED BY THE PRINCIPALS AND ARE OVERSEEN BY SEPARATE STAFF AT AN AFFILIATE COMPANY. THE RETURNS FOR THE 22 SEPARATE REAL ESTATE INVESTMENTS ARE NOT INCLUDED IN THE COVENANT TRACK RECORD, AS THE RISK PROFILE IS DIFFERENT THAN THE FUND'S ANTICIPATED RISK PROFILE, BUT ARE AVAILABLE UPON REQUEST.

(3) VINTAGE YEAR IS DETERMINED BY THE FIRST QUARTER OF FULL PERFORMANCE OF EACH FUND (I.E., THE FIRST FULL FISCAL QUARTER AFTER THE APPLICABLE FUND'S INITIAL CLOSING).

(4) CONTRIBUTED CAPITAL REFLECTS THE TOTAL AMOUNT OF EQUITY CAPITAL CONTRIBUTED BY PARTNERS OF THE PRIOR COVENANT FUNDS.

(5) REALIZED PROCEEDS INCLUDES ALL CASH FLOW AND/OR PROCEEDS DISTRIBUTED TO THE INVESTORS OF THE APPLICABLE FUND, WHETHER FROM OPERATIONS, REFINANCING OR DISPOSITIONS, AFTER TAKING INTO ACCOUNT DEDUCTIONS FOR FEES, EXPENSES AND ANY CARRIED INTEREST PAID TO COVENANT OR ITS AFFILIATES.

(6) FAIR MARKET VALUE ("FMV") REFLECTS THE FAIR MARKET VALUE OF AN ASSET, AS CALCULATED IN ACCORDANCE WITH COVENANT'S VALUATION POLICY. COVENANT UTILIZES A FORMAL FAIR VALUE ACCOUNTING POLICY TO DETERMINE THE FAIR MARKET VALUE OF EACH OF ITS ASSETS ON A QUARTERLY BASIS IN GOOD FAITH BY THE GENERAL PARTNER. COVENANT'S VALUATION POLICY IS AVAILABLE TO PROSPECTIVE INVESTORS UPON REQUEST. FAIR MARKET VALUE OF AN ASSET IS THE AMOUNT THAT WOULD BE RECEIVED IN AN ORDERLY TRANSACTION BETWEEN MARKET PARTICIPANTS AT THE MEASUREMENT DATE. IT, THEREFORE, DOES NOT REFLECT THE PROJECTED RETURN THAT IS CURRENTLY EXPECTED TO BE ACHIEVED FROM THE EXECUTION OF THE APPLICABLE BUSINESS PLANS IN PROCESS FOR UNREALIZED ASSETS.

(7) "GROSS IRR" REPRESENTS THE SINCE INCEPTION COMPOUNDED INTERNAL RATE OF RETURN ON A LEVERAGED BASIS (IF APPLICABLE). THE GROSS IRR IS BASED ON THE APPLICABLE PRIOR COVENANT FUND'S REALIZED PROCEEDS AND COVENANT'S DETERMINATION OF FAIR MARKET VALUE OF EQUITY OF SUCH FUND AS OF THE APPLICABLE MEASUREMENT DATE. FOR PURPOSES OF CALCULATING THE IRR, ALL CASH FLOWS (BOTH CONTRIBUTIONS AND DISTRIBUTIONS) ARE ASSUMED TO OCCUR ON THE FIFTEENTH DAY OF EACH MONTH. GROSS IRR IS CALCULATED BEFORE FEES, CARRIED INTEREST AND FUND-LEVEL EXPENSES.

(8) NET IRR IS CALCULATED ON THE SAME BASIS AS GROSS IRR, ADJUSTED FOR MANAGEMENT FEES, EXPENSES AND CARRIED INTEREST, INCLUDING ACTUAL CARRIED INTEREST PAID AND/OR ACCRUED CARRIED INTEREST PAYABLE TO COVENANT WHERE APPLICABLE.

(9) NET EQUITY MULTIPLE IS CALCULATED AS THE SUM OF (X) THE APPLICABLE REALIZED PROCEEDS THROUGH DECEMBER 31, 2020 PLUS (Y) THE FAIR MARKET VALUE AS OF DECEMBER 31, 2020 OF EQUITY (NET OF ALL INDEBTEDNESS ENCUMBERING ANY ASSET IN THE APPLICABLE FUND) OF UNREALIZED INVESTMENTS AND THAT SUCH AMOUNT IS THEN DISTRIBUTED TO THE INVESTORS OF THE APPLICABLE FUND AS OF THE APPLICABLE MEASUREMENT DATE PURSUANT TO THE DISTRIBUTION WATERFALL AS SET FORTH IN THE LIMITED PARTNERSHIP AGREEMENT OF SUCH FUND, WITH SUCH SUM DISTRIBUTABLE TO SUCH INVESTORS THEN DIVIDED BY THE CAPITAL CONTRIBUTED BY SUCH INVESTORS. THE FIGURE ASSUMES THAT THE FAIR MARKET VALUE OF EQUITY OF UNREALIZED INVESTMENTS WILL NOT INCREASE OR DECREASE THROUGH THE REMAINING INVESTMENT HOLDING PERIOD.

(10) COVENANT APARTMENT FUNDS I AND II WERE INVESTED PRIOR TO THE FOUNDING OF COVENANT IN 2001. THE AMOUNTS REFLECTED ARE BASED ON THE TERMS OF COVENANT APARTMENT FUNDS I OR II, AS THE CASE MAY BE, ALTHOUGH THE DISTRIBUTION WATERFALL, FUND-LEVEL MANAGEMENT FEES AND CERTAIN OTHER PROVISIONS RELATING TO COVENANT APARTMENT FUNDS I AND II ARE SUBSTANTIALLY DIFFERENT THAN THE TERMS OF THE FUND. COVENANT APARTMENT FUNDS I AND II COLLECTIVELY INVESTED IN SIX (6) INVESTMENTS, WHICH ARE SEPARATE AND APART FROM THE MORE THAN 195 APARTMENT COMMUNITIES DESCRIBED IN THIS MEMORANDUM, AS THEY WERE MADE BEFORE COVENANT WAS FORMED IN 2001. AS DESCRIBED IN ENDNOTE 1 ABOVE, PERFORMANCE FIGURES OF THESE TWO FUNDS SHOWN IN THE TRACK RECORD HAVE NOT BEEN AUDITED BY AN INDEPENDENT PUBLIC ACCOUNTING FIRM.

(11) COVENANT APARTMENT FUND IX INCLUDES TEN (10) OF THE TWENTY-NINE (29) INVESTMENTS CARRIED AT COST AS OF MARCH 31, 2021 AND NINETEEN (19) INVESTMENTS WERE MARKED TO MARKET IN ACCORDANCE WITH COVENANT'S VALUATION POLICY. COVENANT'S VALUATION POLICY IS AVAILABLE TO PROSPECTIVE INVESTORS UPON REQUEST.

(12) COVENANT APARTMENT FUND X INCLUDES SEVEN (7) INVESTMENTS CARRIED AT COST AS OF MARCH 31, 2021 IN ACCORDANCE WITH COVENANT'S VALUATION POLICY. COVENANT'S VALUATION POLICY IS AVAILABLE TO PROSPECTIVE INVESTORS UPON REQUEST.

SHAWN T. WOODEN
TREASURER

State of Connecticut
Office of the Treasurer

DARRELL V. HILL
DEPUTY TREASURER

May 7, 2021

Members of the Investment Advisory Council

Re: Report of Corporate Governance Activities for 4Q2020 and 1Q2021

Dear Fellow IAC Member:

Attached you will find a memorandum summarizing the corporate governance activities undertaken by the Connecticut Retirement Plans and Trust Funds during the fourth quarter of 2020 and first quarter of 2021.

I look forward to discussing further at next week's meeting.

Sincerely,

Shawn T. Wooden
State Treasurer

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MEMORANDUM

TO: Members of the Investment Advisory Council

FROM: Christine Shaw, Assistant Treasurer for
Corporate Governance & Sustainable Investment

DATE: May 6, 2021

SUBJECT: ***Report on Corporate Governance Activities for 4Q2020 and 1Q2021, Updates on Resolutions Filed for the 2021 Proxy Season***

INTRODUCTION

Set forth below is a report of the Treasury's corporate governance activities for the fourth quarter of 2020 and first quarter of 2021 (October 1, 2020 through March 31, 2021) with respect to the voting of proxies, and an update on resolutions filed by the CRPTF during the 2021 proxy season.

Proxy Voting

The following chart summarizes the votes cast at domestic and international companies during 4Q2020 and 1Q2021:

	Number of annual general meetings		Number of votes cast		% of votes cast in support of management	
	4Q2020	1Q2021	4Q2020	1Q2021	4Q2020	1Q2021
Domestic Companies	98	157	844	1,208	69.55	75.91
International Companies	73	71	697	1,234	81.35	85.88

The CRPTF's domestic and international proxy votes are posted on the Treasury's web- site and can be accessed at
http://www.ott.ct.gov/pension_votingsummary.html

Update on Resolutions Filed for the 2021 Proxy Season

The CRPTF filed four shareholder resolutions for the 2021 proxy season on issues related to clawback disclosure, oversight of workforce equity issues, and disclosure of climate-related lobbying activities and risks. Agreements were reached with three companies (leading to withdrawal of the resolutions). One resolution seeking disclosure of clawbacks at Eli Lilly went to a shareholder vote on May 3, 2021, and received strong support among independent shareholders. Summaries of each resolution are set forth below.

- **Chipotle**: The CRPTF co-filed a resolution in December, 2020 (along with primary filer Domini Investment) requesting Chipotle's board of directors to strengthen board oversight of workforce equity issues (e.g., employment discrimination, racial and gender pay equity). The resolution was filed after engagement with the company by the Human Capital Management Coalition (of which Connecticut is a member), as part of a broader COVID-related outreach on issues impacting front-line workers. After discussions with the company, it agreed to modify the charters of its Compensation and Audit & Risk committees to make clear the oversight role related to these issues. Thereafter, the resolution was withdrawn.

- **Valero Energy**: The CRPTF co-filed a resolution in November, 2020 (led by primary filer Mercy Investment Services) requesting Valero's board to issue a report describing how the company's lobbying activities align with the Paris Agreement. The resolution also asked that this report address the risks of misalignment between the lobbying activities that the company funds -- either directly or via trade associations -- and its strategic plans. Given the company's agreement to prepare and issue the requested report by December 31, 2021, filers agreed to withdraw the resolution. (For context: More than 14 oil and gas companies, including BP, Shell and Total, have agreed to publish reviews of their memberships with trade associations, and their alignment with their climate risk-related plans, using the Paris Agreement benchmark.)

- **Wells Fargo**: The CRPTF co-filed a resolution in December of 2020 (led by primary filer As You Sow) seeking disclosure of the extent to which Wells Fargo is planning for the climate-related risks to the projects they finance. (For context: According to *Banking on Climate Change 2000: Fossil Fuel Finance Report 2020*, Wells Fargo is the second largest global banker of fossil fuels, with roughly $198 billion provided to the fossil fuel sector since 2016, which is part of roughly $2.7 trillion in financing provided to this sector since the Paris Climate Agreement was reached in 2015.)

After several discussions, Wells Fargo announced on March 9th, 2021 a number of important commitments towards a goal of net zero greenhouse gas emissions by 2050, including disclosure of its financed emissions for carbon-intensive projects, as well as a $500 billion commitment to financing sustainable investments. Given these commitments the resolution was withdrawn.

- **Eli Lilly**: The CRPTF co-filed a resolution in November, 2020 (led by primary filer Trinity Health) seeking disclosure of the application of its clawback policy. This resolution was part of the broader work with the Investors for Opioid and Pharmaceutical Accountability (IOPA) to engage with pharmaceutical companies around their pricing practices and, in particular Eli Lilly's litigation exposures related to the pricing of insulin. (The company is one of the world's largest insulin producers.)

  Consistent with the CRPTF's resolutions filed in 2020 with Amgen and Bristol Myers-Squibb (both of which were withdrawn after successful negotiations with the companies), this year's resolution requested that Eli Lilly's board adopt a policy of annual disclosure of any recoupment of incentive compensation from any senior executive as a result of applying its clawback provisions. At the company's May 3rd annual general meeting, the resolution received support of 40.8% of all shareholders – a strong showing. When one considers the votes of independent shareholders (excluding the shares of the Lilly Endowment), 47.6% of votes were cast in support of the resolution.

Other Engagements

As part of the 2021 engagement work with the IOPA coalition, the CRPTF joined Rhode Island in filing two exempt solicitation letters with the Securities and Exchange Commission urging shareholders to vote against the executive compensation proposals on the ballots of Cardinal Health and AmerisourceBergen ("ABC") – two of the "big three" distributors of opioids. Each compensation proposal reflected payouts for certain executives that were significantly above target, despite each company booking opioid-related settlement claims of $5.6 billion and $6.6 billion, respectively. These settlements were the largest litigation charges ever booked at either company.

There was strong investor sentiment against each of these pay proposals. At the November, 2020 meeting of Cardinal Health, 38% of shareholders voted against the compensation proposal, representing nearly 90 million shares. By comparison, in 2019 just 6% of votes were cast against the pay proposal.

At the March, 2021 meeting of ABC, 48% of shareholders voted to reject the compensation package. When one considers the vote of independent shareholders (excluding the 27.7% stake in ABC held by Walgreens Boots Alliance), roughly 72% of shareholders rejected the pay package.

Typically, say on pay proposals tend to receive support of 90% or more of shareholders.

THE BOND BUYER

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TUESDAY

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THE MARKETS

MUNICIPALS WERE FLAT MONDAY AS the market was salivating in anticipation of the arrival of billion-dollar deals from three large specialty states as part of the week's planned $10 billion primary market bounty. 2

WEB EXCLUSIVES

U.S. REP. STEVE STIVERS, R-OHIO, announced his resignation Monday, saying he would be leaving to accept a spot as CEO and president of the Ohio Chamber of Commerce by May 16. He leaves a hole in municipal bond advocacy and an open leadership position as co-chair of the Municipal Finance Caucus.

REBOUNDING FROM A DRAMATIC revenue drop during the pandemic, the North Texas Tollway Authority has regained a stable outlook on its A-plus rating from S&P Global Ratings ahead of an $852 million bond refunding. "The outlook revision reflects our view of the improvement in NTTA's monthly toll transactions to near 100% of its 2019 levels following a material drop in traffic during 2020," said S&P analyst Kevin Archer. The upcoming deal includes $403 million of first-tier refunding bonds rated A-plus and $449 million of second-tier bonds rated A.

A RECENT COURT DECISION ABOUT pensions will provide nothing more than a temporary boost to the U.S. Virgin Islands, Moody's Investors Service said.

Southwest Eyes Are on Broadband

By Richard Williamson

States across the Southwest are preparing to leverage a new wave of federal funding for broadband expansion President Joe Biden wants to provide through his infrastructure proposal.

Amid the COVID-19 pandemic, access to high-speed internet is seen as a boon to rural economies, educational outreach and online business.

"Broadband access has been an overlooked problem in Kansas and across the country for years — but my administration knows it's a game-changer, particularly for rural and underserved areas of our state," Kansas Gov. Laura Kelly said. "We're committed to ensuring every Kansan has access to the connection they need for telehealth, virtual school, and to ensure business can compete in an increasingly digital-focused economy."

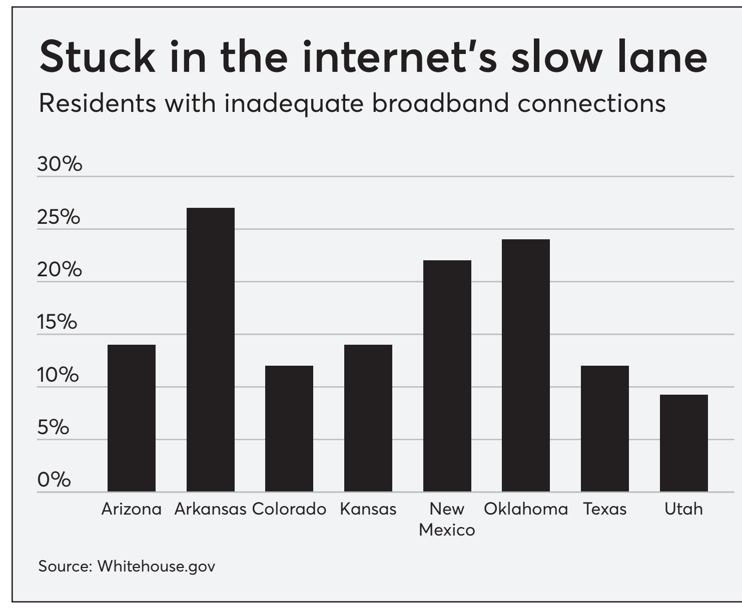
Like most other states, Kansas created an Office of Broadband Development to accelerate the rollout of high-speed internet through grants and other sources of funding.

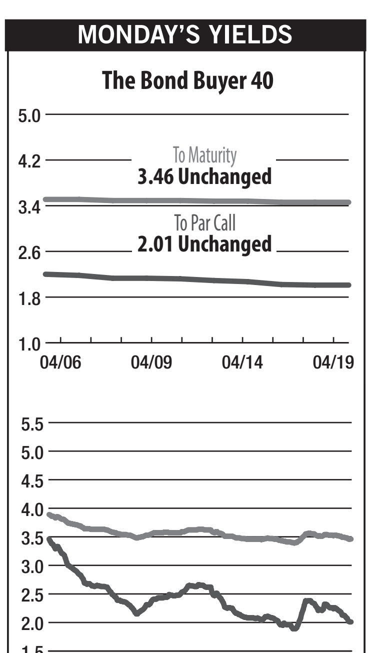
As one of six states that lack a state office for broadband development, Texas is creating one through Senate Bill 5, which won unanimous Senate approval after Gov. Greg Abbott designated the bill as an emergency issue. A companion bill, House Bill 5, is under consideration in the state House. The bill would place the development office under the supervision of the state comptroller, currently Glenn Hegar.

"One of the many ways in which COVID-19 has changed society is how it shifted so many aspects of our lives online," Hegar said in a report on the need for broadband expansion. "Online shopping has grown enormously, of course, but so have telework, online job searches, telemedicine, distance learning and other applications.

"Bringing broadband to rural Texas could be a complex and expensive undertaking, since internet service providers generally can't make a profit expanding service to these far-flung areas," he said. "But state and federal funding may be available to

Turn to **Southwest's** page 5





Complete market coverage appears on page 2

Barclays is Out of Deal In Alabama

By Chip Barnett

The state of Alabama said Monday that it will go forward with a project to build two new prisons after Barclays Capital pulled out of a controversial municipal bond deal that would have financed their construction.

The $850 million public-private partnership lease-back deal was to have funded new prisons built and owned by a private company but run and staffed by the Alabama Department of Corrections.

"We have advised our client that we are no longer participating in the transaction intended to provide financing for correctional facilities in the state of Alabama," Barclays said in a statement emailed Monday to The Bond Buyer. "While our objective was to enable the state to improve its facilities, we recognize that this is a complex and important issue. In light of the feedback that we have heard, we will continue to review our policies."

The state told The Bond Buyer that it would continue to move for-

Turn to **Alabama** page 4

Connecticut And Its Agencies Chart a Busy Week

By Paul Burton

Transportation infrastructure, sustainability and affordable housing are all in play as Connecticut sets out for a busy bond-sale week.

The state intends to issue $1 billion of special tax obligation bonds, which fund transportation projects and are payable from state tax revenues largely derived from transportation activities.

That tax-exempt deal will come in three tranches that include $875 million of new money, $12 million of refunding bonds and $145 million of forward delivery refunding bonds. Goldman Sachs is lead manager.

S&P Global Ratings and Fitch Ratings assign A-plus ratings to the bonds. Kroll Bond Rating Agency

Turn to **Flurry** page 4

This week's Connecticut special tax obligation bond deal will fund, among other things, more cars for the Metro-North Railroad.

Munis Quiet Ahead of Huge Deals in Week's Bond Bonanza


By Christine Albano & Aaron Weitzman

Municipals were flat as the market was salivating in anticipation of the arrival of billion dollar deals from three large specialty states as part of the week's planned $10 billion bounty.

No large deals were priced in the municipal market on Monday as attention focused on three separate billion-dollar deals planned for Tuesday from issuers in California, New York and Connecticut.

The generic, triple-A general obligation scale was unchanged between 2022 and 2051, according to Refinitiv Municipal Market Data.

The benchmark 10-year Treasury bond inched up one basis point to 1.59%. The 10-year muni-to-Treasury ratio was calculated at 58.2% while the 30-year muni-to-Treasury ratio stood at 67.7%, according to MMD.

"It's a quiet Monday and munis are trading sideways," a New York municipal manager said. "It's flat, with no change."

While he said the poor percentages of municipals to Treasuries is "hurting" retail investors, institutions continue to pour cash into the municipal market.

"There are consistently continued inflows into muni bonds," he noted, pointing to the latest $2.25 billion infusion into bond funds in the week ended April 14, as reported by Refinitiv Lipper.

He said this week's upcoming slate of $10 billion would do little to fully satisfy the overwhelming demand for tax-exempt paper.

"We do have deals coming, but I don't think that supply is going to be anything difficult to manage at all," the manager said, adding that new issuance remains in heavy demand.

All eyes were on Tuesday's large deals coming from the states of California and Connecticut as well as New York's Triborough Bridge & Tunnel Authority.

The New York manager pointed to all three deals as attention-grabbing for their specialty-state nature as well as the TBTA deal for its popularity as a familiar issuer and the California and Connecticut deals as "improving credit" situations.

"What we are dealing with is low rates, but there is a lot of money out there to put to work — and that story hasn't changed," the manager said.

"There's so much money coming into the market now — especially with the new administration promising federal aid — credits that were under stress in places like New Jersey and New York — all these credits that were a real concern last year, are expecting federal aid and it is calming everything down," he said.

Federal stimulus could substantially boost credit and help accelerate spread narrowing, while the infrastructure bill may provide additional catalysts to support the municipal market, according to a new weekly municipal report from Nuveen.

"Municipal bonds proved resilient in the first quarter, with falling municipal-to-Treasury yield ratios and tightening credit spreads cushioning performance," said John Miller, head of municipals at Nuveen. "Credit conditions continued to improve, supported by economic reopening and government stimulus," he added, noting that demand remains strong, especially with potentially higher tax rates looming.

"While many provisions would impact the municipal market indirectly by driving economic growth and tax revenues, specific municipal bond provisions have not yet surfaced," he said in the report. "Higher tax rates would pressure Congress to reverse current limitations on state and local tax (SALT) deductions as a concession," Miller continued, adding that reinstating tax-exempt advance refundings for municipal bonds may be included in new legislation as negotiations progress.

Both the 10 and 30-year municipal-to-Treasury yield ratios are well below their long-term historical averages, according to Miller.

"Given the optimistic outlook for economic growth, at least a temporary boost in inflation and heavy Treasury bond supply, Treasury yields are quickly approaching most of the existing year-end forecasts, which fall in the higher end of the 1.75% to 2.00% range," he said in the report.

"We believe the recent move from a sub-1% yield was probably the most painful part of the normalization process for fixed income investors, and the 10-year rate now embeds most of what we anticipate for growth, inflation and deficit spending," he said. "We still envision Treasury rates edging moderately higher throughout 2021, but at a much slower pace."

This has led to outperformance that is naturally reflected in declining municipal-to-Treasury ratios, Miller added.

"High-grade municipals are more sensitive to the general interest rate environment because they are more highly correlated to the triple-A, MMD curve and the Treasury markets," he said.

The 10-year triple-A MMD benchmark yield has increased just half as much as Treasuries so far in 2021 — 41 basis points higher for the 10-year MMD versus an 82 basis point move for the 10-year Treasury, as of April 13, Miller noted.

Similarly, the 30-year AAA MMD yield increased 36 basis points to 1.75%, while the 30-year Treasury bond yield rose by 76 basis points to 2.41% as of April 13, he added.

"This increase in high quality municipal bond rates pushed total returns slightly negative in the first quarter, although municipals still outperformed other fixed income asset classes," Miller said.

It may be next year before we have the answer to whether current inflationary pressures are transitory, analysts said.

"We'll see higher inflation throughout 2021 due to pent-up demand, supply chain bottlenecks, capacity constraints, and because of the low baseline set by declining price levels during Spring 2020," according to Greg McBride, chief financial analyst at Bankrate.com. "Whether we have higher inflation on a sustained basis beyond this year remains to be seen, but I'm not worried about 1970's style inflation."

Matt Miskin, co-chief investment strategist at John Hancock Investment Management, agrees this inflation cycle will be transitory. "Base effects, supply constraints, and significant fiscal stimulus makes the next couple quarters the time for upside risk to the inflation outlook and from there, it likely starts to decelerate," he said.

For the past decade or so inflation has been below the Federal Reserve's 2% target, and some experts expect that once the pandemic is done, the same factors that held back inflation previously, will remain prevalent.

"We have been in an historically low interest rate environment for some time now, and once we get through the effects of the pandemic, interest rates will rise moderately by 2023," said Elaine Brennan, executive vice president, public finance for Roosevelt & Cross, who was a trader in the late 1970s and early 1980s — a period of extremely high inflation and quick and dramatic spikes in interest rates.

"The Fed's approach to controlling inflation has evolved considerably over the past 40 years, in the context of a more sophisticated global economy," Brennan said.

The latest stimulus, she believes, will not "be a direct cause of high inflation," since "the Fed has the tools they need to monitor the effects of the package and can tighten the reins when necessary, before inflation gets out of control."

The Fed's new framework, announced last year, is the right approach, said Miskin.

"The last quarter century has seen persistently sub-2% inflation, so targeting above to 2% inflation for some time makes logical sense after such a long period of missing their desired target," he said. "If you are ever going to let the economy run 'hot,' when emerging from a global pandemic and with significant unemployment is the time to do it."

Bankrate's McBride agreed. "After struggling to get inflation above 2% for more than a decade and with the economy running 8 million jobs below pre-pandemic levels, shifting strategy to prioritize full employment is hard to argue with."

But it may have its costs. "When we look back five or 10 years from now, it may also signify the turning point that ended the bond bull market."

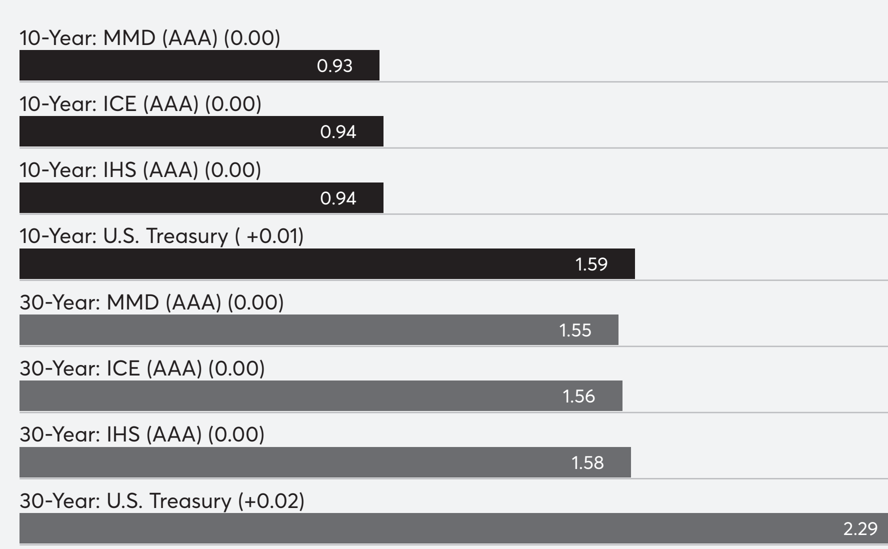
But deflation remains a risk.

"We may be seeing the greatest inflationary pressures of the cycle based on supply constraints in the next 3-6 months," Miskin said, but "the more the pandemic gets under control the more people can get back to work and supply chain stress can be relieved."

In the longer term, "Deflation is not off the table," he added, "because demographics, significant debt levels, globalization, automation/technology innovation all suggest disinflation (at a minimum) could be back in the next several years."

Still, if the Fed were choosing, they'd prefer inflation to deflation, McBride noted, but "anything more than modest inflation over any length of time would be problematic for the economy."

Stimulus and reopening the economy after a global pandemic made this period quite unusual, so "what we are experiencing will likely be more of an outlier than a longer-term trend," Miskin said. ❑



Source: Indexes used are from 3 p.m., ET, readings

Monday's Data

Government Securities Prices	10-year: $95^{21}/_{32}$ to yield 1.60%, down $^{8}/_{32}$
	30-year: $90^{31}/_{32}$ to yield 2.30%, down $^{21}/_{32}$
Municipal Bond Index	$137^{10}/_{32}$, unchanged
The Bond Buyer's	Total: $13.197 billion, up $263.7 million
30-Day Visible Supply	Competitives: $4.113 billion, up $111.3 million
(as of 4/20)	Negotiated: $9.083 billion, up $152.4 million
The MuniCenter List	Offering Total: $009.8 million, up $1.6 million

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Alabama Says it Will Move Ahead After Barclays Withdraws

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ward with the prison project.

"The state of Alabama is disappointed that Barclays Plc has elected to no longer participate as an underwriting entity in the Alabama Prison Program," ADOC said Monday. "These new facilities, which will be leased, staffed, and operated by the state, are critical to the state's public infrastructure needs and will be transformative in addressing the Alabama Department of Corrections' longstanding challenges."

ADOC said the state is fully committed to the project and has put in place new options to advance the transaction in a timely and efficient manner.

ADOC is a department of the state and not a separate legal entity.

Barclays participation drew criticism from social justice organizations because it was one of several major investment banks that announced in 2019 they would no longer underwrite private prison bond deals. While technically Barclays saw the bond offering as not being a straight private prison deal, as the prisons would be staffed by state corrections employees, it drew the wrath of these groups because private prison operator CoreCivic stood to profit.

Thursday, the American Sustainable Business Council and Social Venture Circle revoked Barclays' membership over the Alabama underwriting and voiced their opposition to this deal or any future offering of this type. It refunded Barclays' $15,000 membership dues.

In a statement, ASBC, a "business organization serving the public policy interests of responsible companies," and SVC said they "refuse to perpetuate mass incarceration, systemic racism, and human rights abuses" through the planned offering through the Wisconsin Public Finance Authority.

The deal calls for the Alabama Department of Corrections to lease the prison buildings for 30 years with the state providing annual appropriations to pay off the loan. The prisons are to be owned by Government Real Estate Solutions of Alabama Holdings LLC, a wholly owned subsidiary of private prison operator CoreCivic Inc. ADOC is to be responsible for the day-to-day operations of the prisons, including security and managing the inmates and employees.

"Replacing our current infrastructure, which was never designed to accommodate inmate rehabilitation, will empower the state and the ADOC to make the important shift from warehousing individuals to rehabilitating returning citizens. This is a bed replacement program as up to 11 of our existing, failing facilities will be closed, which, along with associated staff savings, underpins affordability on the project," ADOC said.

Alabama faces class-action lawsuits and U.S. Department of Justice finding letters for conditions at the prisons.

"The new facilities have been specifically designed for the state to address our urgent needs and are a key part of a comprehensive solution to concerns identified in current and pending litigation. These new, state-of-the-art facilities will provide safer, more secure correctional environments that better accommodate inmate rehabilitation, enhance medical and mental health services, and improve the quality of life for all those who live and work in them," the state said.

The ASBC and SVC Monday praised Barclays for withdrawing from the deal.

"We invite them and all other financial institutions to sit down with us so we can chart a responsible and beneficial path forward for investing and rebuilding our communities, and our economy," David Levine, ASBC president and co-founder, said in a statement. "The American Sustainable Business Council and Social Venture Circle refuse to perpetuate mass incarceration, systemic racism, and human rights abuses through the offering and purchase of taxable municipal bonds." ❑

A Flurry of Deals to Emerge This Week From Connecticut

Continued from page 1

and Moody's Investors Service rate them AA-plus and Aa3, respectively.

The state plans to fund much of its significant capital needs with additional parity bonds.

Projections call for parity borrowing of $875 million annually through fiscal 2026.

Also on Thursday, to commemorate Earth Day, the Connecticut Green Bank is planning a $23.6 million negotiated issuance of state-supported solar home renewable energy credit Green Liberty Bonds. The retail order period is Wednesday.

These bonds are lower-denomination, offered in $1,000 increments. Proceeds will be independently certified as financing infrastructure projects with climate and environmental benefits.

"Climate change is real and there's so much more to do," Bryan Garcia, president of the Rocky Hill-based bank, said on an investor call. "In the midst of a global pandemic with so much uncertainty, the support of this new sub-category of green bonds was overwhelming."

Connecticut lawmakers in 2011 established the organization as the nation's first green bank.

The bank's inaugural $16 million issuance last July won The Bond Buyer's annual award for innovative deal of the year.

The taxable bonds, which received an A rating from S&P Global Ratings, are modeled after the World War II Series-E bonds, which more than 80 million Americans purchased.

Stifel, Nicolaus & Co. is lead underwriter. Ramirez & Co. is co-underwriter. Kestrel Verifiers has certified that the issuance meets green standards.

On Tuesday, the Connecticut Housing Finance Authority plans a $150 million sale of tax-exempt housing mortgage finance program bonds in five tranches. RBC Capital Markets is lead manager.

CHFA lends more than $500 million dollars annually for affordable housing. Its financing has reached all 169 Connecticut municipalities. To date, the combined mortgage financing for its single-and multifamily housing programs exceeds $17 billion.

The authority has added a refinance loan program for owners of mobile manufactured homes. The homes must be the borrowers' primary residence, and sit in a year-round, state-licensed mobile home park.

These homes "are an affordable option for low- and moderate-income buyers just starting out and for homeowners who are downsizing," said CHFA chief executive Nandini Natarajan. ❑

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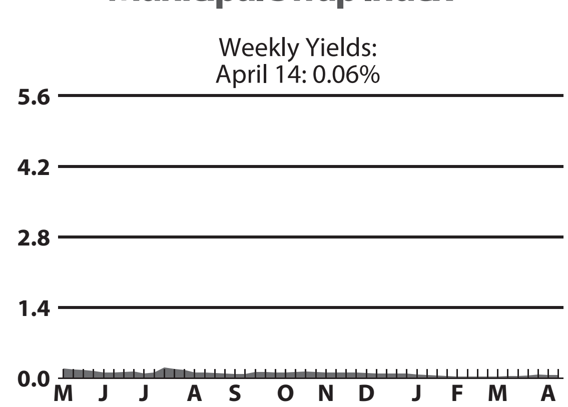
Derivatives & Structured Products

SIFMA Municipal Swap Index



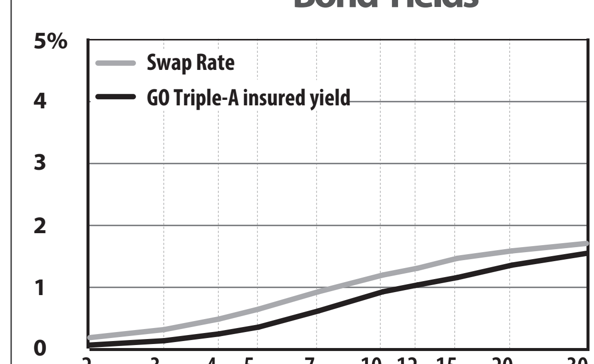
Average yield on seven-day high-grade variable-rate demand obligations, as compiled by Municipal Market Data. Index was previously called the BMA Municipal Swap Index.
Source: Municipal Market Data

Index-Linked Muni Swaps

Term (Years)	Dealer Receives Index & Pays Fixed rate of:	Dealer Pays Index & Receives Fixed rate of:
2	0.09%	0.19%
3	0.22	0.32
4	0.39	0.49
5	0.55	0.65
7	0.83	0.93
10	1.10	1.20

Rates are representative midmorning interdealer swap prices on April 14 using a quarterly net interest payment and weekly reset structure.
The SIFMA rate in effect on that date was 0.06%.
Source: Swap Financial Group

Swap Rates vs Bond Yields



Graph shows cost of funds for a fixed-coupon bond compared with a synthetic bond created from variable-rate debt and a swap. Bond and swap rates reflect pricing on April 16 at 2:30 p.m. Note: Figures exclude remarketing and liquidity costs on any underlying variable-rate bonds.
Sources: Swap Financial Group, Municipal Market Data

Southwest's States Are Preparing to Finance Broadband Expansion Plans

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help."

President Biden is leading the push for broadband expansion with a $100 billion proposal to expand service in rural areas as part of his $2.25 trillion infrastructure plan.

New federal funding that gives priority to municipal and co-op networks will incentivize municipal bond issuance amid conflict with established corporate providers, according to data researcher BroadbandNow. Restrictive legislation exists in 18 states, and five other states provide lesser barriers.

While access to education is the driving factor in expansion in the pandemic, states also recognize the growth in online retailing.

In Texas, year-over-year sales tax revenue from online shopping rose by 41.6% in November 2020 and 40% in December, Hegar reported. Those figures include vendors specializing in online sales but not the e-commerce components of businesses with brick-and-mortar stores, many of which also have seen major online sales increases.

In Oklahoma, legislators had to override a veto by Gov. Kevin Stitt last year to create the Rural Broadband Expansion Council.

Stitt said the new council duplicates a task force his administration had already created. Stitt said digital transformation was one of his top priorities.

"Our current broadband task force is yielding great results, and the need for another task force is unnecessary and redundant," Stitt said in his veto message. "This is a duplication of work, expertise and expense."

In Arkansas the state House last month unanimously passed HB 1788, creating broadband improvement districts. According to legislative research, Arkansas ranks 41st in the country in terms of broadband access and ranks last among all states in internet connectivity.

"One of the many ways in which COVID-19 has changed society is how it shifted so many aspects of our lives online," said Glenn Hegar, the Texas state comptroller.

In February, Gov. Asa Hutchinson signed Senate Bill 74 removing the largest restriction on municipal networks in the state.

In New Mexico, Gov. Michelle Lujan Grisham this month signed into law Senate Bill 93, creating the Office of Broadband Access and Expansion and House Bill 10, establishing the Connect New Mexico Fund to oversee $130 million of grants.

A 15-member council will oversee grant and infrastructure appropriations made in the 2021 session.

A federal survey of infrastructure needs for Biden's Jobs Plan estimates that 22% of New Mexico residents live in areas where there's no broadband infrastructure that provides acceptable internet speeds. The nation's second poorest state per capita is ranked as one of the neediest in terms of connectivity.

In next-door Arizona, the state Department of Education is applying $1.5 million in federal funds to its Final Mile Project, designed to extend or upgrade internet connectivity to rural Arizona homes.

"The past year has exposed many long-standing inequities impacting Arizona students and families, notably access to at-home technology and internet service," Superintendent of Public Instruction Kathy Hoffman said in a prepared statement.

In Colorado, six Western Slope counties are partially matching a nearly $1 million grant from the U.S. Commerce Department's Economic Development Administration to improve access to "affordable, reliable and abundant internet service."

On Oct. 30, Colorado Gov. Jared Polis created the Broadband Advisory Board by executive order to focus on collaboration and coordination of broadband efforts.

Utah established a template for municipal broadband in 2004 with the creation of UTOPIA Fiber, serving 11 cities. Four more cities have since joined.

UTOPIA calls itself the largest, fastest-growing, and most successful open access network in the United States. Open access means the network serves multiple internet service providers much as an airport serves multiple airlines.

Among the major backers of rural broadband efforts is the American Farm Bureau Federation, which sees connectivity as a critical factor in accessing markets.

"Farmers and ranchers, who have already seen a drastic 50% decline in net farm income in the last four years, must have access to fixed and mobile broadband to be more efficient, economical and responsive to environmental needs," AFBF President Zippy Duvall said in a letter urging passage of the Broadband Deployment Accuracy and Technological Availability (DATA) Act under H.R. 4229.

Federal Communications Commission data shows that 26.4% of rural Americans lack access to broadband compared to only 1% of urban Americans.

Broadband coverage maps use census block data to determine which areas are covered. Census blocks are too large in rural and remote locations to accurately determine which areas are actually in need, according to the bureau.

The Broadband DATA Act would establish a serviceable location fabric, which would serve as a baseline for served, underserved and unserved broadband areas.

"With limited funding and an overabundance of need, more granular and accurate maps are critical to successfully target and distribute federal broadband programs," Duvall said. ❑

For more content about this region, visit the Regional News tab on BondBuyer.com.

Visible Supply by State

	April 19, 2021		April 12, 2021		
State	**Issues**	**Amount**	**Issues**	**Amount**	**Chg in Amt**
Arizona	3	$545,520	5	$75,625	$469,895
Arkansas	3	22,350	3	37,900	–15,550
Colorado	5	390,582	3	62,628	327,954
Kansas	11	139,070	15	227,745	–88,675
New Mexico	0	0	4	139,009	–139,009
Oklahoma	23	86,595	27	232,455	–145,860
Texas	72	996,143	48	844,597	151,546
Utah	1	7,380	0	0	7,380

Sources: Ipreo, The Bond Buyer — Dollar amounts are in thousands

General Obligation Yield Curves for Apr. 16, 2021

State	Ratings	One-Year	Five-Year	10-Year	30-Year
Arizona	Aa1/AA/NR	0.08	0.45	1.11	1.77
Arkansas	Aa1/AA/NR	0.06	0.43	1.07	1.73
Colorado	Aa1/AA/NR	0.07	0.43	1.07	1.73
Kansas	Aa2/AA–/NR	0.07	0.45	1.10	1.75
New Mexico	Aa2/AA/NR	0.07	0.46	1.10	1.77
Oklahoma	Aa2/AA/AA	0.08	0.49	1.11	1.73
Texas	Aaa/AAA/AAA	0.05	0.40	1.01	1.69
Utah	Aaa/AAA/AAA	0.05	0.36	0.93	1.55

Sources: Municipal Market Data, Moody's Investors Service, Standard & Poor's, Fitch Ratings

OFFICIAL NOTICE OF SALE

$4,210,000*

*(subject to adjustment as described below)

COUNTY OF OAKLAND, STATE OF MICHIGAN OAKLAND COUNTY FARMINGTON HILLS WATER SUPPLY SYSTEM REFUNDING BONDS, SERIES 2021A

SEALED BIDS for the purchase of the above bonds will be received by an agent of the undersigned by the Municipal Advisory Council of Michigan (the "MAC") on Wednesday, April 28, 2021, until 1 p.m., Eastern Daylight Time, where they will be opened and read publicly. Signed bids may be submitted to the MAC by email only at munibids@macmi.com, but no bid will be received after the time for receiving bids specified above and the bidder bears all risks of transmission failure.

IN THE ALTERNATIVE: Bids may be submitted electronically via PARITY pursuant to this Notice on the same date and until the same time, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY conflict with this Notice, the terms of this Notice shall control. For further information about PARITY, potential bidders may contact MFCI, LLC at (313) 782-3011 or PARITY at (212) 849-5021.

BOND DETAILS: The bonds will be fully registered bonds of the denomination of $5,000 each or any integral multiple thereof not exceeding the aggregate principal amount for each maturity at the option of the purchaser thereof, dated the date of their delivery, and will bear interest from their date payable on October 1, 2021, and semiannually thereafter.

The bonds will mature on the first day of October as follows (provided, however, that the amounts set forth below may be adjusted as described under "ADJUSTMENT IN PRINCIPAL AMOUNT" herein):

YEAR	AMOUNT	YEAR	AMOUNT
2021	$295,000	2027	$350,000
2022	295,000	2028	365,000
2023	305,000	2029	380,000
2024	315,000	2030	395,000
2025	325,000	2031	410,000
2026	345,000	2032	430,000

TERM BOND OPTION: Bidders shall have the option of designating bonds maturing in the year 2021 and thereafter as serial bonds or term bonds, or both. The bid must designate whether each of the principal amounts shown above for the years 2021 through final maturity represents a serial maturity or a mandatory redemption requirement for a term bond maturity. There may be more than one term bond designated. In any event, the above principal amount scheduled for the years 2021 through final maturity shall be represented by either serial bond maturities or mandatory redemption requirements, or a combination of both. Any such designation must be made at the time bids are submitted.

PRIOR REDEMPTION:

A. MANDATORY REDEMPTION. Bonds designated as term bonds shall be subject to mandatory redemption at par and accrued interest on the dates and in the amounts corresponding to the annual principal maturities hereinbefore set forth. The bonds or portions of bonds to be redeemed shall be selected by lot.

B. OPTIONAL REDEMPTION. Bonds maturing prior to October 1, 2031, are not subject to optional redemption prior to maturity. Bonds maturing on and after October 1, 2031, are subject to redemption prior to maturity, at the option of the County, in such order as determined by the County, in whole or in part, on any date, on or after October 1, 2030, in integral multiples of $5,000 and by lot within a maturity, at the par value of the bond or portion of the bond called to be redeemed, plus accrued interest to the redemption date.

C. NOTICE OF REDEMPTION. Not less than thirty nor more than sixty days' notice of redemption shall be given by first class mail to the registered owner at the registered address. Failure to receive notice of redemption shall not affect the validity of the proceedings for redemption. Bonds or portions of bonds called for redemption shall not bear interest after the redemption date; provided, funds are on hand with the bond registrar and paying agent to redeem the bonds called for redemption.

INTEREST RATE AND BIDDING DETAILS: The bonds shall bear interest at a rate or rates not exceeding 5% per annum, to be fixed by the bids therefor, expressed in multiples of 1/8 or 1/100 of 1%, or both. The interest on any one bond shall be at one rate only, and all bonds maturing in any one year must carry the same interest rate. No proposal for the purchase of less than all of the bonds or at a price less than 99% of their par value will be considered.

BOOK-ENTRY-ONLY: The bonds will be issued in book-entry-only form as one fully-registered bond per maturity and will be registered in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository for the bonds. Purchase of the bonds will be made in book-entry-only form, in the denomination of $5,000 or any multiple thereof. Purchasers will not receive certificates representing their interest in bonds purchased. However, the bonds will not be issued in book-entry-only form if the purchaser is willing to accept physical delivery of the bonds in denominations equal to the aggregate principal amount for each maturity and, if necessary, transfer the bonds only in such denominations. If requested by the purchaser of the bonds and determined by an authorized officer of the County, the bonds may be issued in the form of a single bond with an exhibit containing the principal maturity amounts and applicable interest rates and due dates. The book-entry-only system is described further in the Preliminary Official Statement for the bonds.

BOND REGISTRAR AND PAYING AGENT: The bonds shall be payable as to principal in lawful money of the United States upon surrender thereof at the corporate trust office of The Huntington National Bank, Grand Rapids, Michigan, the bond registrar and paying agent. Interest shall be paid to the registered owner of each bond as shown on the registration books at the close of business on the 15th day of the calendar month preceding the month in which the interest payment is due. Interest shall be paid when due by check or draft drawn upon and mailed by the bond registrar and paying agent to the registered owner at the registered address. As long as DTC, or its nominee Cede & Co., is the registered owner of the bonds, payments will be made directly to such registered owner. Disbursement of such payments to DTC participants is the responsibility of DTC and disbursement of such payments to the beneficial owners of the bonds is the responsibility of DTC participants and indirect participants as described in the preliminary official statement for the bonds. The County from time to time as required may designate a successor bond registrar and paying agent. Alternatively, the County Treasurer may serve as bond registrar and paying agent for the bonds if it is determined to be in the best interest of the County.

PURPOSE AND SECURITY: The bonds are to be issued pursuant to the provisions of Act 34, Public Acts of Michigan, 2001, as amended, to provide moneys, together with other available funds, to refund the County's Oakland County Farmington Hills Water Supply System Bonds, Series 2012, dated August 1, 2012 (the "Prior Bonds") maturing in the years 2021 through 2032 (the "Prior Bonds To Be Refunded"). The Prior Bonds were issued to defray part of the cost of acquiring and constructing water supply facilities to serve the City of Farmington Hills, Michigan (the "City"). The bonds are to be issued in anticipation of, and are payable primarily from, payments to be made by the City to the County pursuant to a certain contract between the County and the City dated May 1, 2012. The payments to be made by the City will be in installments that will equal the annual principal maturities and the semiannual payments of interest due on the bonds. Taxes imposed by the City are subject to applicable constitutional, statutory and charter tax limitations.

FULL FAITH AND CREDIT OF COUNTY: Pursuant to a resolution adopted by its Board of Commissioners, the County of Oakland has pledged its full faith and credit as additional security for the payment of the principal of and interest on the bonds. In the event and to the extent that moneys required to pay such principal and interest are not paid to the County by the City, the County is obligated to advance from its general fund moneys sufficient to pay such principal and interest. The County's ability to raise such funds is subject to applicable constitutional and statutory limitations on the taxing power of the County.

ADJUSTMENT IN PRINCIPAL AMOUNT: The aggregate principal amount of the bonds has been determined as the amount necessary to refund the Prior Bonds To Be Refunded and pay the costs of issuing the bonds, assuming certain conditions exist at the date of sale. Following receipt of bids and prior to final award, the County reserves the right to increase or decrease the principal amount of the bonds by any amount. Such adjustment, if necessary, will be made in increments of $5,000, and may be made in any maturity or maturities. The purchase price will be adjusted proportionately to the increase or decrease in the principal amount of the bonds, but the interest rates specified by the successful bidder will not change. The successful bidder may not withdraw its bid as a result of any changes made within the foregoing limits.

GOOD FAITH: A certified or cashier's check drawn upon an incorporated bank or trust company, or wire transfer, in an amount of $84,200 and payable to the order of the County Treasurer will be required of the successful bidder. The successful bidder is required to submit its good faith deposit to the County Treasurer as instructed by the County or MFCI, LLC not later than Noon, Eastern Daylight Time, on the next business day following the award. The good faith deposit will be applied to the purchase price of the bonds. In the event the successful bidder fails to honor its accepted bid, the good faith deposit will be retained by the County.

AWARD OF BONDS: The bonds will be awarded to the bidder whose bid produces the lowest true interest cost to the County. True interest cost shall be computed by determining the annual interest rate (compounded semiannually) necessary to discount the debt service payments on the bonds from the payment dates thereof to May 19, 2021, and to the price bid.

LEGAL OPINION: Bids shall be conditioned upon the approving opinion of Dickinson Wright PLLC, attorneys of Troy, Michigan, the original of which will be furnished without expense to the purchaser at the delivery of the bonds. The fees of Dickinson Wright PLLC for services rendered in connection with such approving opinion are expected to be paid from bond proceeds. Except to the extent necessary to issue its approving opinion as to the validity of the above bonds, Dickinson Wright PLLC has made no inquiry as to any financial information, statements or material contained in any financial documents, statements or materials that have been or may be furnished in connection with the authorization, issuance or marketing of the bonds and, accordingly, will not express any opinion with respect to the accuracy or completeness of any such financial information, statements or materials.

TAX MATTERS: The approving opinion will include an opinion to the effect that under existing law as enacted and construed on the date of the initial delivery of the bonds, the interest on the bonds is excluded from gross income for federal income tax purposes. Interest on the bonds is not an item of tax preference for purposes of the federal alternative minimum tax. The opinion set forth above will be subject to the condition that the County comply with all requirements of the Internal Revenue Code of 1986, as amended (the "Code"), that must be satisfied subsequent to the issuance of the bonds in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes. Failure to comply with certain of such requirements could cause the interest on the bonds to be included in gross income retroactive to the date of issuance of the bonds. The County has covenanted to comply with all such requirements. The opinion will express no opinion regarding other federal tax consequences arising with respect to the bonds.

The County has not designated the bonds as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code.

If the winning bidder will obtain a municipal bond insurance policy or other credit enhancement for the bonds in connection with their original issuance, the winning bidder will be required, as a condition of delivery of the bonds, to certify that the premium therefor will be less than the present value of the interest expected to be saved as a result of such insurance or other credit enhancement. The form of an acceptable certificate will be provided by bond counsel.

In addition, the approving opinion will include an opinion to the effect that under existing law as enacted and construed on the date of the initial delivery of the bonds, the bonds and the interest

continued on next page

continued from previous page

thereon are exempt from all taxation by the State of Michigan or a political subdivision thereof, except estate taxes and taxes on gains realized from the sale, payment or other disposition thereof.

ISSUE PRICE: The winning bidder shall assist the County in establishing the issue price of the bonds and shall execute and deliver to the County at Closing an "issue price" or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the bonds, together with the supporting pricing wires or equivalent communications, substantially in the form provided by Bond Counsel, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the County and Bond Counsel. All actions to be taken by the County under this Notice of Sale to establish the issue price of the bonds may be taken on behalf of the County by the County's municipal advisor identified herein and any notice or report to be provided to the County may be provided to the County's municipal advisor.

The County intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining "competitive sale" for purposes of establishing the issue price of the bonds) will apply to the initial sale of the bonds (the "competitive sale requirements") because:

(1) the County is disseminating this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;

(2) all bidders shall have an equal opportunity to bid;

(3) the County anticipates receiving bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and

(4) the County anticipates awarding the sale of the bonds to the bidder who submits a firm offer to purchase the bonds at the lowest true interest cost, as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the bonds, as specified in the bid.

In the event that competitive sale requirements are satisfied, the winning bidder shall be expected to certify as to the reasonably expected initial offering price of the bonds to the public.

In the event that the competitive sale requirements are not satisfied, the County shall so advise the winning bidder. The County shall treat (i) the first price at which 10% of a maturity of the bonds (the "10% test") is sold to the public as of the sale date as the issue price of that maturity and (ii) the initial offering price to the public as of the sale date of any maturity of the bonds not satisfying the 10% test as of the sale date as the issue price of that maturity (the "hold-the-offering-price rule"), in each case applied on a maturity-by-maturity basis (and if different interest rates apply within a maturity, to each separate CUSIP number within that maturity). The winning bidder shall advise the County if any maturity of the bonds satisfies the 10% test as of the date and time of the award of the bonds. Any maturity of the bonds (and if different interest rates apply within a maturity, to each separate CUSIP number within that maturity) that does not satisfy the 10% test as of the date and time of the award of the bonds shall be subject to the hold-the-offering-price rule. Bids will not be subject to cancellation in the event that any maturity of the bonds is subject to the hold-the-offering-price rule. Bidders should prepare their bids on the assumption that some or all of the maturities of the bonds will be subject to the hold-the-offering-price rule in order to establish the issue price of the bonds.

By submitting a bid, each bidder confirms that, except as otherwise provided in its bid, it has an established industry reputation for underwriting new issuances of municipal bonds, and, further, the winning bidder shall (i) confirm that the underwriters have offered or will offer the bonds to the public on or before the date of award at the offering price or prices (the "initial offering price"), or at the corresponding yield or yields, set forth in the bid submitted by the winning bidder and (ii) agree, on behalf of the underwriters participating in the purchase of the bonds, that the underwriters will neither offer nor sell unsold bonds of any maturity to which the hold-the-offering-price rule shall apply to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following:

(1) the close of the fifth (5th) business day after the sale date; or

(2) the date on which the underwriters have sold at least 10% of that maturity of the bonds to the public at a price that is no higher than the initial offering price to the public.

The winning bidder shall promptly advise the County when the underwriters have sold 10% of that maturity of the bonds to the public at a price that is no higher than the initial offering price to the public, if that occurs prior to the close of the fifth (5th) business day after the sale date.

The County acknowledges that, in making the representation set forth above, the winning bidder will rely on (i) the agreement of each underwriter to comply with the hold-the-offering-price rule, as set forth in an agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of the bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the hold-the-offering-price rule, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an underwriter is a party to a third-party distribution agreement that was employed in connection with the initial sale of the bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the hold-the-offering-price rule, as set forth in the third-party distribution agreement and the related pricing wires. The County further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the hold-the-offering-price rule and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a third-party distribution agreement to comply with its corresponding agreement regarding the hold-the-offering-price rule as applicable to the bonds.

By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the bidder is a party) relating to the initial sale of the bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such third-party distribution agreement, as applicable, to comply with the hold-the-offering-price rule if and for so long as directed by the winning bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of the bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the bonds to the public to require each broker-dealer that is a party to such third-party distribution agreement to comply with the hold-the-offering-price rule if and for so long as directed by the winning bidder or such underwriter and as set forth in the related pricing wires.

Sales of any bonds to any person that is a related party to an underwriter shall not constitute sales to the public for purposes of this Notice of Sale. Further, for purposes of this Notice of Sale:

(i) "public" means any person other than an underwriter or a related party;

(ii) "underwriter" means (A) any person that agrees pursuant to a written contract with the County (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the bonds to the public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the bonds to the public);

(iii) a purchaser of any of the bonds is a "related party" to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (A) at least 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (B) more than 50% common ownership of their capital interests or profit interests, if both entities are partnerships (including direct ownership by one partnership of another), or (C) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other); and

(iv) "sale date" means the date that the bonds are awarded by the County to the winning bidder.

OFFICIAL STATEMENT: A copy of the County's official statement relating to the bonds may be obtained by contacting MFCI, LLC at the address referred to below. The official statement is in a form deemed final by the County for purposes of paragraph (b)(1) of SEC Rule 15c2-12 (the "Rule"), but is subject to revision, amendment and completion in a final official statement.

After the award of the bonds, the County will provide on a timely basis copies of a final official statement, as that term is defined in paragraph (f)(3) of the Rule, at the County's expense in sufficient quantity to enable the successful bidder or bidders to comply with paragraphs (b)(3) and (b)(4) of the Rule and the rules of the Municipal Securities Rulemaking Board. Requests for such additional copies of the final official statement shall be made to MFCI, LLC at the address set forth below within 24 hours of the award of the bonds.

CONTINUING DISCLOSURE: In order to assist bidders in complying with paragraph (b)(5) of the Rule, the County and the City will each undertake, pursuant to a resolution adopted by its governing body and a continuing disclosure certificate, to provide annual reports and notices of certain events. A description of these undertakings is set forth in the preliminary official statement and will also be set forth in the final official statement.

CUSIP: It is anticipated that CUSIP numbers will be imprinted on all bonds of this issue at the County's expense. An improperly printed number will not constitute basis for the purchaser to refuse to accept delivery. The purchaser shall be responsible for payment of any charges for the assignment of numbers.

BIDDER CERTIFICATION: NOT "IRAN-LINKED BUSINESS": By submitting a bid, the bidder shall be deemed to have certified that it is not an "Iran-Linked Business" as defined in Act No. 517, Public Acts of Michigan, 2012; MCL 129.311 et seq.

DELIVERY OF BONDS: The County will furnish bonds ready for execution at its expense. Bonds will be delivered without expense to the purchaser through DTC in New York, New York. The usual closing documents, including a continuing disclosure certificate and a certificate that no litigation is pending affecting the issuance of the bonds, will be delivered at the time of the delivery of the bonds. If the bonds are not tendered for delivery by twelve o'clock noon, Eastern Daylight Time, on the 45th day following the date of sale, or the first business day thereafter if said 45th day is not a business day, the winning bidder on that day, or any time thereafter until delivery of the bonds, may withdraw its proposal by serving notice of cancellation, in writing, on the undersigned, in which event the County shall return the good faith deposit. Payment for the bonds shall be made in Federal Reserve Funds.

THE RIGHT IS RESERVED TO REJECT ANY OR ALL BIDS.

ENVELOPES containing the bids should be plainly marked "Proposal for Bonds."

FURTHER INFORMATION: Further information regarding the bonds may be obtained from MFCI, LLC, 3150 Livernois Road, Suite 175, Troy, Michigan, Telephone (313) 782-3011, Financial Consultant to the County.

Jim Nash, Oakland County Water Resources Commissioner

To put a Request for Proposals in *The Bond Buyer* for a financial advisor, contact

Wei-Ke (Victor) Kuo at 1-212-803-8612 or at wei-ke.kuo@arizent.com

OPTIONAL DTC BOOK-ENTRY-ONLY
OFFICIAL NOTICE OF SALE
$42,500,000
TRAVERSE CITY AREA PUBLIC SCHOOLS
COUNTIES OF GRAND TRAVERSE, LEELANAU AND BENZIE
STATE OF MICHIGAN
2021 SCHOOL BUILDING AND SITE BONDS, SERIES II
(GENERAL OBLIGATION - UNLIMITED TAX)

BIDS for the purchase of the above 2021 School Building and Site Bonds, Series II (the "Bond" or "Bonds") will be received on behalf of Traverse City Area Public Schools, Grand Traverse, Leelanau and Benzie Counties, Michigan (the "Issuer") on Tuesday, the 4th day of May, 2021, until 11:00 o'clock in the a.m., prevailing Eastern Time, at which time bids will be opened and read. BIDS will be received electronically by the Municipal Advisory Council of Michigan via email at munibids@macmi.com at that date and hour by an agent of the undersigned. The bids will be opened and read at the temporary offices of the Municipal Advisory Council of Michigan. Award of the bids will be made on behalf of the Issuer by an authorized officer of the Issuer by 5:00 o'clock in the p.m., prevailing Eastern Time, on that date.

ELECTRONIC BIDS: Bidders submitting signed bids electronically to the Municipal Advisory Council of Michigan via email at munibids@macmi.com must ensure their bids are received prior to the time and date fixed for receipt of bids. Bidders submitting bids electronically bear the full risk of failed or untimely transmission of their bids. Bidders are encouraged to confirm the timely receipt of their full and complete bids by telephoning the Municipal Advisory Council of Michigan at (313) 963-0420.

***PARITY*:** Bids may be presented via *PARITY* on the date and at the time shown above provided that such bidders must also comply with the good faith deposit requirements described herein. To the extent any instructions or directions set forth in *PARITY* conflict with this Notice, the terms of this Notice shall control. For further information about *PARITY*, potential bidders may contact PFM Financial Advisors LLC, at (734) 994-9700 or *PARITY* at (212) 849-5021.

OPTIONAL DTC BOOK-ENTRY-ONLY: Unless otherwise requested by the winning bidder (the "Purchaser"), the Bonds will be initially offered as registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company, New York, New York ("DTC") under DTC's Book-Entry-Only system of registration. If DTC Book-Entry-Only is used, purchasers of interests in the Bonds (the "Beneficial Owners") will not receive physical delivery of bond certificates, and ownership by the Beneficial Owners of the Bonds will be evidenced by book-entry-only. As long as Cede & Co. is the registered owner of the Bonds as nominee of DTC, payments of principal and interest payments will be made directly to such registered owner which will in turn remit such payments to the DTC participants for subsequent disbursement to the Beneficial Owners.

BOND DETAILS: Said Bonds will be fully registered Bonds, of the denomination of $5,000 each or multiples thereof up to the amount of a single maturity, shall be dated the date of delivery, numbered in order of issue from 1 upwards and will bear interest from their dated date payable on November 1, 2021, and semiannually thereafter.

The Bonds will mature on May 1 as follows:

Year	Amount	Year	Amount
2022	$3,525,000	2027	$3,975,000
2023	6,925,000	2028	4,025,000
2024	3,800,000	2029	4,100,000
2025	3,850,000	2030	4,150,000
2026	3,925,000	2031	4,225,000

MATURITY ADJUSTMENT: The Issuer reserves the right to decrease the aggregate principal amount of the Bonds after receipt of the bids and prior to final award. Such adjustment, if necessary, will be made in increments of $5,000 and may be made in any maturity.

ADJUSTMENT TO PURCHASE PRICE: In the event of a maturity adjustment, the purchase price of the Bonds will be adjusted proportionately to the adjustment in principal amount of the Bonds and in such manner as to maintain as comparable an underwriter spread as possible to the winning bid.

TERM BOND OPTION: Bidders shall have the option of designating bonds maturing in any year as serial bonds or term bonds, or both. The bidder must designate whether each of the principal amounts shown above represent a serial maturity or a mandatory redemption requirement for a term bond maturity. There may be more than one term bond maturity. In any event, the above principal amount schedule shall be represented by either serial bond maturities or mandatory redemption requirements, or a combination of both. Any such designation must be made within one (1) hour of the Bond sale.

PAYING AGENT: Principal and interest shall be payable at a bank or trust company qualified to act as a paying agent in Michigan (the "Paying Agent"), or such other Paying Agent as the Issuer may hereafter designate by notice mailed to the registered owner not less than sixty (60) days prior to any change in Paying Agent. In the event the Bonds cease to be held in book entry form only, the Paying Agent will serve as bond registrar and transfer agent, interest shall be paid by check mailed to the owner as shown by the registration books of the Issuer as of the close of business on the 15th day of the month preceding any interest payment date and the Bonds will be transferable only upon the registration books of the Issuer kept by the Paying Agent. See "Optional DTC Book-Entry-Only" above.

PRIOR REDEMPTION:

A. Mandatory Redemption - Term Bonds.

Principal designated by the Purchaser as a term maturity shall be subject to mandatory redemption, in part, by lot, at par and accrued interest on the redemption dates corresponding to the maturities hereinbefore scheduled. When term Bonds are purchased by the Issuer and delivered to the Paying Agent for cancellation or are redeemed in a manner other than by mandatory redemption, the principal amount of the term Bonds affected shall be reduced by the principal amount of the Bonds so redeemed or purchased in the order determined by the Issuer.

B. Optional Redemption.

Bonds of this issue maturing in the years 2022 through 2029, inclusive, shall not be subject to redemption prior to maturity. Bonds or portions of Bonds in multiples of $5,000 of this issue maturing in the year 2030 and thereafter shall be subject to redemption prior to maturity, at the option of the Issuer, in such order as the Issuer may determine and by lot within any maturity, on any date occurring on or after May 1, 2029, at par and accrued interest to the date fixed for redemption.

Notice of redemption of any Bond shall be given not less than thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption by mail to the Registered Owner at the registered address shown on the registration books kept by the Paying Agent. Bonds shall be called for redemption in multiples of $5,000 and Bonds of denominations of more than $5,000 shall be treated as representing the number of Bonds obtained by dividing the denomination of the Bond by $5,000 and such Bonds may be redeemed in part. The notice of redemption for Bonds redeemed in part shall state that upon surrender of the Bond to be redeemed a new Bond or Bonds in an aggregate principal amount equal to the unredeemed portion of the Bond surrendered shall be issued to the Registered Owner thereof. No further interest payment on the Bonds or portions of Bonds called for redemption shall accrue after the date fixed for redemption, whether presented for redemption, provided funds are on hand with the Paying Agent to redeem the same.

If less than all of the Bonds of any maturity shall be called for redemption prior to maturity unless otherwise provided, the particular Bonds or portions of Bonds to be redeemed shall be selected by the Paying Agent, in such manner as the Paying Agent in its discretion may deem proper, in the principal amounts designated by the Issuer. Upon presentation and surrender of such Bonds at the corporate trust office of the Paying Agent, such Bonds shall be paid and redeemed.

INTEREST RATE AND BIDDING DETAILS: The Bonds shall bear interest at a rate or rates not exceeding five percent (5%) per annum, to be fixed by the bids therefor, expressed in multiples of 1/8 or 1/100 of 1%, or both. The interest on any one Bond shall be at one rate only. All Bonds maturing in any one year must carry the same interest rate. The difference between the highest and lowest interest rates bid shall not exceed three percent (3%) per annum. No proposal for the purchase of less than all of the Bonds or at a price less than 100% or greater than 110% of the par value, or at a price which will cause the true interest cost on the Bonds to exceed five percent (5%) per annum, will be considered. The interest rate borne by bonds maturing in any year shall not be less than the interest rate borne by Bonds maturing in the preceding year.

PURPOSE AND SECURITY: The Bonds are the second of two or more series of bonds that were authorized at an election on August 7, 2018, for the purpose of erecting, furnishing and equipping additions to and/or remodeling, furnishing and refurnishing, and equipping and re-equipping existing school facilities; erecting, furnishing and equipping new school facilities; constructing, equipping, developing and improving playgrounds and outdoor physical education, athletic and storage facilities; acquiring, installing, and equipping and re-equipping school facilities for educational technology; purchasing buses; and acquiring, developing and improving play fields, athletic fields and sites. The Bonds will pledge the full faith, credit and resources of the Issuer for payment of the principal and interest thereon, and will be payable from ad valorem taxes, which may be levied without limitation as to rate or amount as provided by Article IX, Section 6, of the Michigan Constitution of 1963.

AWARD OF BONDS: The Bonds will be awarded to the bidder whose bid produces the lowest true interest cost which is the rate that will discount all future cash payments so that the sum of the present value of all cash flows will equal the Bond proceeds computed from May 20, 2021 (the anticipated date of delivery).

LEGAL OPINION: Bids shall be conditioned upon the unqualified approving opinion of Thrun Law Firm, P.C., East Lansing, Michigan, bond counsel, the original of which will be furnished without expense to the Purchaser of the Bonds at the delivery thereof. The fees of Thrun Law Firm, P.C. for services rendered in connection with such approving opinion are expected to be paid from Bond proceeds. Except to the extent necessary to issue its approving opinion as to the validity of the above Bonds, Thrun Law Firm, P.C. has not been requested to examine or review, and has not examined or reviewed, any financial documents, statements or other materials that have been or may be furnished in connection with the authorization, marketing or issuance of the Bonds and, therefore, has not expressed and will not express an opinion with respect to the accuracy or completeness of any such financial documents, statements or materials.

TAX MATTERS: In the opinion of bond counsel, assuming continued compliance by the Issuer with certain requirements of the Internal Revenue Code of 1986, as amended (the "Code"), interest on the Bonds is excluded from gross income for federal income tax purposes, as described in the opinion, and the Bonds and interest thereon are exempt from all taxation in the State of Michigan, except inheritance and estate taxes and taxes on gains realized from the sale, payment or other disposition thereof. The Issuer has covenanted to comply with certain requirements of the Code necessary to continue the exclusion of interest on the Bonds from gross income for federal income tax purposes.

OFFICIAL STATEMENT: Upon the sale of the Bonds, the Issuer will publish an Official Statement in substantially the same form as the Preliminary Official Statement, subject to minor additions, deletions and revisions as required to complete the Preliminary Official Statement. Promptly after the sales date, but in no event later than seven (7) business days after such date, the Issuer will provide the Purchaser with either a reasonable number of final Official Statements or a reasonably available electronic version of the same. The Issuer will determine which format will be provided. The Purchaser agrees to supply to the Issuer all necessary pricing information and any underwriter identification necessary to complete the Official Statement within twenty-four (24) hours after the award of Bonds. Additional copies of the final Official Statement may be obtained up to three months following the sale of the Bonds by a request and payment of costs to the financial consultant. The Issuer agrees to provide to the Purchaser at closing a certificate executed by appropriate officers of the Issuer acting in their official capacities, to the effect that as of the date

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of delivery the information contained in the Official Statement, and any supplement to the Official Statement, relating to the Issuer and the Bonds are true and correct in all material respects, and that the Official Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

CONTINUING DISCLOSURE: As more particularly described in the Official Statement, the Issuer will agree in the bond resolution or sales resolution to provide or cause to be provided, in accordance with the requirements of Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission, (i) on or prior to the end of the sixth month after the end of the fiscal year of the Issuer, commencing with the fiscal year ended June 30, 2021, certain annual financial information and operating data, including audited financial statements for the preceding fiscal year, generally consistent with the information contained or cross-referenced in the Official Statement relating to the Bonds, (ii) timely notice of the occurrence of certain significant events with respect to the Bonds and (iii) timely notice of a failure by the Issuer to provide the required annual financial information on or before the date specified in (i) above.

BOND INSURANCE: In the event the Purchaser elects to obtain bond insurance for the Bonds, all costs and expenses related to such bond insurance shall be the responsibility of the Purchaser. The failure of such bond insurance to be issued at or before delivery of the Bonds shall not be a basis for the Purchaser to refuse to accept delivery of the Bonds. In the event the Purchaser obtains bond insurance, the bond insurer shall not be entitled to be designated as an addressee of any bond counsel opinion related to the Bonds, nor shall the bond insurer be entitled to a reliance letter associated with the same. If the Purchaser obtains bond insurance, the Issuer agrees to insert any reasonable and necessary insurance language in the Bonds.

CERTIFICATION REGARDING "ISSUE PRICE": Please see Appendix F to the Preliminary Official Statement for the Bonds, dated April 20, 2021, for information and requirements concerning establishing the issue price for the Bonds.

CLOSING DOCUMENTS: Drafts of all closing documents, including the form of Bond and bond counsel's legal opinion, may be requested from Thrun Law Firm, P.C. Final closing documents will be in substantially the same form as the drafts provided. Closing documents will not be modified at the request of a bidder, regardless of whether the bidder's proposal is accepted.

DELIVERY OF BONDS: The Issuer will furnish Bonds ready for execution at its expense. Bonds will be delivered without expense to the Purchaser at a place to be mutually agreed upon with the Purchaser. The usual closing documents, including a certificate that no litigation is pending affecting the issuance of the Bonds, will be delivered at the time of the delivery of the Bonds. If the Bonds are not tendered for delivery by twelve o'clock, noon, prevailing Eastern Time, on the 45th day following the date of sale, or the first business day thereafter if the 45th day is not a business day, the Purchaser may on that day, or any time thereafter until delivery of the Bonds, withdraw the proposal by serving notice of cancellation in writing, on the undersigned. Accrued interest to the date of delivery of the Bonds shall be paid by the Purchaser at the time of delivery. Payment for the Bonds shall be made in federal reserve funds. Unless the Purchaser furnishes the Paying Agent with a list giving the denominations and names in which it wishes to have the certificates issued at least five (5) business days prior to delivery of the Bonds, the Bonds will be delivered in the form of a single certificate for each maturity registered in the name of the Purchaser, subject to the election under the "Optional DTC Book-Entry-Only" provisions herein.

CUSIP NUMBERS: CUSIP numbers will be printed on the Bonds at the option of the Purchaser; however, neither the failure to print CUSIP numbers nor any improperly printed CUSIP numbers shall be cause for the Purchaser to refuse to take delivery of and pay the purchase price for the Bonds. Application for CUSIP numbers will be made by PFM Financial Advisors LLC, municipal advisor to the Issuer. The CUSIP Service Bureau's charge for the assignment of CUSIP identification numbers shall be paid by the Purchaser.

BIDDER CERTIFICATION - NOT "IRAN-LINKED BUSINESS": By submitting a bid, the bidder shall be deemed to have certified that it is not an "Iran-Linked Business" as defined in Act 517, Public Acts of Michigan, 2012; MCL 129.311, et seq.

FURTHER INFORMATION may be obtained from PFM Financial Advisors LLC, 555 Briarwood Circle, Suite 333, Ann Arbor, Michigan 48108, telephone: (734) 994-9700.

THE RIGHT IS RESERVED TO REJECT ANY OR ALL BIDS.

ENVELOPES containing the bids should be plainly marked "Proposal for Traverse City Area Public Schools 2021 School Building and Site Bonds, Series II."

Josey Ballenger
Secretary, Board of Education

TO ADVERTISE A JOB POSTING
in *The Bond Buyer* print and/or online

contact Wei-Ke (Victor) Kuo at
1-212-803-8612 or wei-ke.kuo@arizent.com

OFFICIAL NOTICE OF SALE

$39,110,000*
*(Subject to adjustment as described below)

CITY OF PONTIAC WASTEWATER TREATMENT FACILITY DRAINAGE DISTRICT COUNTY OF OAKLAND, STATE OF MICHIGAN DRAIN REFUNDING BONDS, SERIES 2021 (TAXABLE)

SEALED BIDS for the purchase of the above bonds will be received by an agent of the undersigned by the Municipal Advisory Council of Michigan (the "MAC") on Wednesday, April 28, 2021, until 11 a.m., Eastern Daylight Time, where they will be opened and read publicly. Signed bids may be submitted to the MAC by email only at munibids@macmi.com, but no bid will be received after the time for receiving bids specified above and the bidder bears all risks of transmission failure.

IN THE ALTERNATIVE: Bids may be submitted electronically via PARITY pursuant to this Notice on the same date and until the same time, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY conflict with this Notice, the terms of this Notice shall control. For further information about PARITY, potential bidders may contact MFCI, LLC at (313) 782-3011 or PARITY at (212) 849-5021.

BOND DETAILS: The bonds will be fully registered bonds of the denomination of $5,000 each or any integral multiple thereof not exceeding the aggregate principal amount for each maturity at the option of the purchaser thereof, dated the date of their delivery, and will bear interest from their date payable on December 1, 2021, and semiannually thereafter.

The bonds will mature on the first day of June as follows (provided, however, that the amounts set forth below may be adjusted as described under "ADJUSTMENT IN PRINCIPAL AMOUNT" herein):

YEAR	AMOUNT	YEAR	AMOUNT
2022	$2,790,000	2029	$3,045,000
2023	2,835,000	2030	3,095,000
2024	2,850,000	2031	3,100,000
2025	2,875,000	2032	3,160,000
2026	2,905,000	2033	3,225,000
2027	2,945,000	2034	3,300,000
2028	2,985,000		

TERM BOND OPTION: Bidders shall have the option of designating bonds maturing in the year 2022 and thereafter as serial bonds or term bonds, or both. The bid must designate whether each of the principal amounts shown above for the years 2022 through final maturity represents a serial maturity or a mandatory redemption requirement for a term bond maturity. There may be more than one term bond designated. In any event, the above principal amount scheduled for the years 2022 through final maturity shall be represented by either serial bond maturities or mandatory redemption requirements, or a combination of both. Any such designation must be made at the time bids are submitted.

PRIOR REDEMPTION:

A. MANDATORY REDEMPTION. Bonds designated as term bonds shall be subject to mandatory redemption at par and accrued interest on the dates and in the amounts corresponding to the annual principal maturities hereinbefore set forth. The bonds or portions of bonds to be redeemed shall be selected by lot.

B. OPTIONAL REDEMPTION. Bonds maturing prior to June 1, 2032, are not subject to optional redemption prior to maturity. Bonds maturing on and after June 1, 2032, are subject to redemption prior to maturity, at the option of the Drainage District, in such order as determined by the Drainage District, in whole or in part, on any date, on or after June 1, 2031, in integral multiples of $5,000 and by lot within a maturity, at the par value of the bond or portion of the bond called to be redeemed, plus accrued interest to the redemption date.

C. NOTICE OF REDEMPTION. Not less than thirty nor more than sixty days' notice of redemption shall be given by first class mail to the registered owner at the registered address. Failure to receive notice of redemption shall not affect the validity of the proceedings for redemption. Bonds or portions of bonds called for redemption shall not bear interest after the redemption date; provided, funds are on hand with the bond registrar and paying agent to redeem the bonds called for redemption.

INTEREST RATE AND BIDDING DETAILS: The bonds shall bear interest at a rate or rates not exceeding 5% per annum, to be fixed by the bids therefor, expressed in multiples of 1/8 or 1/100 of 1%, or both. The interest on any one bond shall be at one rate only, and all bonds maturing in any one year must carry the same interest rate. No proposal for the purchase of less than all of the bonds or at a price less than 99% of their par value will be considered.

BOOK-ENTRY-ONLY: The bonds will be issued in book-entry-only form as one fully-registered bond per maturity and will be registered in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository for the bonds. Purchase of the bonds will be made in book-entry-only form, in the denomination of $5,000 or any multiple thereof. Purchasers will not receive certificates representing their interest in bonds purchased. However, the bonds will not be issued in book-entry-only form if the purchaser is willing to accept physical delivery of the bonds in denominations equal to the aggregate principal amount for each maturity and, if necessary, transfer the bonds only in such denominations. If requested by the purchaser of the bonds and determined by an authorized officer of the Drainage District, the bonds may be issued in the form of a single bond with an exhibit containing the principal maturity amounts and applicable interest rates and due dates. The book-entry-only system is described further in the Preliminary Official Statement for the bonds.

BOND REGISTRAR AND PAYING AGENT: The bonds shall be payable as to principal in lawful money of the United States upon surrender thereof at the corporate trust office of The Huntington

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National Bank, Grand Rapids, Michigan, the bond registrar and paying agent. Interest shall be paid to the registered owner of each bond as shown on the registration books at the close of business on the 15th day of the calendar month preceding the month in which the interest payment is due. Interest shall be paid when due by check or draft drawn upon and mailed by the bond registrar and paying agent to the registered owner at the registered address. As long as DTC, or its nominee Cede & Co., is the registered owner of the bonds, payments will be made directly to such registered owner. Disbursement of such payments to DTC participants is the responsibility of DTC and disbursement of such payments to the beneficial owners of the bonds is the responsibility of DTC participants and indirect participants as described in the preliminary official statement for the bonds. The Drainage District from time to time as required may designate a successor bond registrar and paying agent.

PURPOSE AND SECURITY: The bonds are to be issued pursuant to the provisions of Act 34, Public Acts of Michigan, 2001, as amended ("Act 34"), to provide moneys, together with other available funds, to refund the Drainage District's Drain Bonds, Series 2012A (Taxable), dated August 23, 2012 (the "Prior Bonds"), maturing in the years 2022 through 2028 and 2034 (the "Prior Bonds To Be Refunded"). The Prior Bonds were issued pursuant to the provisions of Act 34 and Act 40, Public Acts of Michigan, 1956, as amended, for the purpose of defraying the cost of acquiring the City of Pontiac Wastewater Treatment Facility. The bonds are to be issued in anticipation of, and are primarily payable from, the collection of installments of a special assessment against the City of Pontiac (the "City") on the 2021 Refunding Bonds Special Assessment Roll for the City of Pontiac Wastewater Treatment Facility. The special assessment installments and interest thereon are sufficient to pay the principal of and interest on the bonds when due. The tax levying officials of the City shall levy sufficient taxes to pay assessment installments and interest as the same become due unless there have been set aside moneys sufficient therefor. In addition, by reason of its pledge of full faith and credit as recited in the bonds, the County is authorized and obligated to levy ad valorem taxes upon all taxable property within its limits in amounts sufficient to provide funds to advance to the Drainage District in the event the City shall fail or neglect to pay any special assessment installment and interest when due. Taxes levied by the City are subject to constitutional, statutory and charter tax limitations and taxes levied by the County are subject to constitutional and statutory tax limitations.

ADJUSTMENT IN PRINCIPAL AMOUNT: The aggregate principal amount of the bonds has been determined as the amount necessary to refund the Prior Bonds To Be Refunded and pay the costs of issuing the bonds, assuming certain conditions exist at the date of sale. Following receipt of bids and prior to final award, the Drainage District reserves the right to increase or decrease the principal amount of the bonds by any amount. Such adjustment, if necessary, will be made in increments of $5,000 per maturity and may be made in any maturity or maturities. The purchase price will be adjusted proportionately to the increase or decrease in the principal amount of the bonds, but the interest rates specified by the successful bidder will not change. The successful bidder may not withdraw its bid as a result of any changes made within the foregoing limits.

GOOD FAITH: A good faith deposit in the form of a certified or cashier's check drawn upon an incorporated bank or trust company, or wire transfer, in the amount of $782,200 payable to the order of the County Treasurer will be required of the winning bidder. The winning bidder is required to submit its good faith deposit to the Drainage District as instructed by the County or MFCI, LLC not later than Noon, Eastern Daylight Time, on the next business day following the sale. The good faith deposit will be applied to the purchase price of the bonds, and payment for the balance of the purchase price of the bonds shall be made at the closing. In the event the purchaser fails to honor its accepted bid, the good faith deposit will be retained by the Drainage District. No interest shall be allowed on the good faith deposit.

AWARD OF BONDS: The bonds will be awarded to the bidder whose bid produces the lowest true interest cost to the Drainage District. True interest cost shall be computed by determining the annual interest rate (compounded semiannually) necessary to discount the debt service payments on the bonds from the payment dates thereof to May 19, 2021, and to the price bid.

LEGAL OPINION: Bids shall be conditioned upon the approving opinion of Dickinson Wright PLLC, attorneys of Troy, Michigan, the original of which will be furnished without expense to the purchaser at the delivery of the bonds. The fees of Dickinson Wright PLLC for services rendered in connection with such approving opinion are expected to be paid from bond proceeds. Except to the extent necessary to issue its approving opinion as to the validity of the above bonds, Dickinson Wright PLLC has made no inquiry as to any financial information, statements or material contained in any financial documents, statements or materials that have been or may be furnished in connection with the authorization, issuance or marketing of the bonds and, accordingly, will not express any opinion with respect to the accuracy or completeness of any such financial information, statements or materials.

TAXABLE OBLIGATIONS: The interest on the bonds is not excluded from gross income for federal and State of Michigan income tax purposes.

OFFICIAL STATEMENT: A copy of the Drainage District's official statement relating to the bonds may be obtained by contacting MFCI, LLC at the address referred to below. The official statement is in a form deemed final by the Drainage District for purposes of paragraph (b)(1) of SEC Rule 15c2–12 (the "Rule"), but is subject to revision, amendment and completion in a final official statement.

After the award of the bonds, the Drainage District will provide on a timely basis copies of a final official statement, as that term is defined in paragraph (f)(3) of the Rule, at the Drainage District's expense in sufficient quantity to enable the successful bidder or bidders to comply with paragraphs (b)(3) and (b)(4) of the Rule and the rules of the Municipal Securities Rulemaking Board. Requests for such additional copies of the final official statement shall be made to MFCI, LLC at the address set forth below within 24 hours of the award of the bonds.

CONTINUING DISCLOSURE: In order to assist bidders in complying with paragraph (b)(5) of the Rule, the Drainage District will undertake, pursuant to a resolution adopted by its governing body and a continuing disclosure certificate, to provide annual reports and notices of certain events. A description of these undertakings is set forth in the preliminary official statement and will also be set forth in the final official statement.

CUSIP: CUSIP numbers will be imprinted on all bonds of this issue at the Drainage District's expense. An improperly printed number will not constitute a basis for the purchaser to refuse to accept delivery. The purchaser shall be responsible for requesting assignment of numbers and for payment of any charges for the assignment of numbers.

BIDDER CERTIFICATION: NOT "IRAN-LINKED BUSINESS". By submitting a bid, the bidder shall be deemed to have certified that it is not an "Iran-Linked Business" as defined in Act No. 517, Public Acts of Michigan, 2012; MCL 129.311 et seq.

DELIVERY OF BONDS: The Drainage District will furnish bonds ready for execution at its expense. Bonds will be delivered without expense to the purchaser through DTC in New York, New York. The usual closing documents, including a continuing disclosure certificate and a certificate that no litigation is pending affecting the issuance of the bonds, will be delivered at the time of the delivery of the bonds. If the bonds are not tendered for delivery by twelve o'clock noon, Eastern Daylight Time, on the 45th day following the date of sale, or the first business day thereafter if said 45th day is not a business day, the winning bidder on that day, or any time thereafter until delivery of the bonds, may withdraw its proposal by serving notice of cancellation, in writing, on the undersigned, in which event the Drainage District shall return the good faith deposit. Payment for the bonds shall be made in Federal Reserve Funds. Accrued interest to the date of delivery of the bonds shall be paid by the purchaser at the time of delivery.

THE RIGHT IS RESERVED TO REJECT ANY OR ALL BIDS.

ENVELOPES containing the bids should be plainly marked "Proposal for Bonds."

FURTHER INFORMATION: Further information regarding the bonds may be obtained from MFCI, LLC, 3150 Livernois Road, Suite 175, Troy, Michigan, Telephone (313) 782-3011, Financial Consultant to the Drainage District.

Jim Nash, Oakland County Water Resources Commissioner

SUMMARY NOTICE OF SALE
NOTICE OF SALE
$23,725,000*
GENERAL OBLIGATION BONDS, SERIES 2021, CONSISTING OF:
$21,542,000* GENERAL IMPROVEMENT BONDS, AND $2,183,000* WATER UTILITY BONDS
OF THE TOWNSHIP OF BELLEVILLE, IN THE COUNTY OF ESSEX, NEW JERSEY
(Book-Entry-Only Bonds)

SUMMARY

Dated:	Date of Delivery – On or about May 12, 2021
Bid Date and Time:	April 28, 2021 at 11:00 a.m. and award by 3:00 p.m.
Type of Sale:	PARITY
Interest:	Multiple Interest Rates – multiples of 1/8 or 1/20 of 1%
Legal Opinion:	McManimon, Scotland & Baumann, LLC, Roseland, NJ
Bid Security:	Good faith check or wire transfer, must be received by the Township by 10:30 a.m. prior to bidding in the amount of $474,500
Limitation on Premium:	$24,674,000 (Par plus 4% original issue premium)
Maturity Schedule:	February 1 as set forth in the following table:

Year	General Improvement Bonds*	Water Utility Bonds*	Total Principal Amounts*
2022	$1,380,000	$80,000	$1,460,000
2023	1,500,000	90,000	1,590,000
2024	1,530,000	95,000	1,625,000
2025	1,565,000	95,000	1,660,000
2026	1,595,000	95,000	1,690,000
2027	1,625,000	100,000	1,725,000
2028	1,660,000	100,000	1,760,000
2029	1,695,000	105,000	1,800,000
2030	1,725,000	105,000	1,830,000
2031	1,760,000	105,000	1,865,000
2032	1,800,000	110,000	1,910,000
2033	1,835,000	110,000	1,945,000
2034	1,872,000	108,000	1,980,000
2035		115,000	115,000
2036		120,000	120,000
2037		125,000	125,000
2038		125,000	125,000
2039		130,000	130,000
2040		135,000	135,000
2041		135,000	135,000

* Preliminary, subject to change

OFFICIAL NOTICE OF SALE

$25,700,000*
CITY OF DEARBORN HEIGHTS
COUNTY OF WAYNE, STATE OF MICHIGAN
2021 CAPITAL IMPROVEMENT BONDS
(LIMITED TAX GENERAL OBLIGATION)

**Subject to adjustment as provided in this Notice of Sale*

Bids for the purchase of the above bonds will be received in the manner described in this Official Notice of Sale on Wednesday, April 28, 2021 until 11:30 a.m., prevailing Eastern Time, at which time and place said bids will be publicly opened and read.

ELECTRONIC BIDS: Bidders may submit bids for the purchase of the above bonds as follows:

Electronic bids may be submitted to the Municipal Advisory Council of Michigan at munibids@macmi.com; provided that electronic bids must arrive before the time of sale and the bidder bears all risks of transmission failure.

Electronic bids will also be received on the same date and until the same time by Bidcomp/Parity as agent of the undersigned. Further information about Bidcomp/Parity, including any fee charged, may be obtained from Bidcomp/Parity, Anthony Leyden or CLIENT SERVICES, 1359 Broadway, Second Floor, New York, New York 10018, (212) 849-5021. IF ANY PROVISION OF THIS NOTICE OF SALE SHALL CONFLICT WITH INFORMATION PROVIDED BY BIDCOMP/PARITY, AS THE APPROVED PROVIDER OF ELECTRONIC BIDDING SERVICES, THIS NOTICE SHALL CONTROL.

Bidders may choose any means or location to present bids but a bidder may not present a bid in more than one location or by more than one means.

BOND DETAILS: The bonds will be registered bonds of the denomination of $5,000 or multiples thereof not exceeding for each maturity the maximum principal amount of that maturity, originally dated as of the date of initial delivery, numbered in order of registration, and will bear interest from their date payable on November 1, 2021 and semiannually thereafter.

The bonds will mature on the 1st day of May in each of the years as follows:

2022	$4,625,000	2032	$1,100,000
2023	880,000	2033	1,125,000
2024	900,000	2034	1,155,000
2025	925,000	2035	1,185,000
2026	950,000	2036	1,215,000
2027	970,000	2037	1,245,000
2028	995,000	2038	1,275,000
2029	1,020,000	2039	1,305,000
2030	1,045,000	2040	1,340,000
2031	1,070,000	2041	1,375,000

*ADJUSTMENT OF TOTAL PAR AMOUNT OF BONDS AND PRINCIPAL MATURITIES: The City reserves the right to decrease the aggregate principal amount of the bonds after receipt of the bids and prior to final award, if necessary, so that the purchase price of the bonds will provide an amount determined by the City to be sufficient to construct the project and to pay costs of issuance of the bonds. The adjustments, if necessary, will be in increments of $5,000. The purchase price will be adjusted proportionately to the increase or decrease in issue size, but the interest rates specified by the successful bidder for all maturities will not change. The successful bidder may not withdraw its bid as a result of any changes made within these limits.

*ADJUSTMENT TO PURCHASE PRICE: Should any adjustment to the aggregate principal amount of the bonds be made by the City, the purchase price of the bonds will be adjusted by the City proportionally to the adjustment in principal amount of the bonds and in such manner as to maintain as comparable an underwriter's spread as possible to that bid.

PRIOR REDEMPTION OF BONDS: Bonds maturing in the years 2022 to 2031 inclusive, shall not be subject to redemption prior to maturity. Bonds or portions of bonds in multiples of $5,000 maturing in the year 2032 and thereafter shall be subject to redemption prior to maturity, at the option of the City, in any order of maturity and by lot within any maturity, on any date on or after May 1, 2031, at par and accrued interest to the date fixed for redemption.

In case less than the full amount of an outstanding bond is called for redemption, the transfer agent, upon presentation of the bond called for redemption, shall register, authenticate and deliver to the registered owner of record a new bond in the principal amount of the portion of the original bond not called for redemption.

Notice of redemption shall be given to the registered owner of any bond or portion thereof called for redemption by mailing of such notice not less than thirty (30) days prior to the date fixed for redemption to the registered address of the registered owner of record. A bond or portion thereof so called for redemption shall not bear interest after the date fixed for redemption provided funds are on hand with the transfer agent to redeem said bond or portion thereof.

TERM BOND OPTION: The initial purchaser of the bonds may designate any one or more maturities as term bonds. The amounts of the maturities which are aggregated in a designated term bond shall be subject to mandatory redemption on May 1 of the years and in the amounts set forth in the above maturity schedule at a redemption price of par, plus accrued interest to the date of mandatory redemption. Term bonds or portions thereof mandatorily redeemed shall be selected by lot. Any such designation must be made within 24 hours of the sale.

INTEREST RATE AND BIDDING DETAILS: The bonds shall bear interest at rate or rates not exceeding five percent (5%) per annum, to be fixed by the bids therefor, expressed in multiples of 1/8 or 1/100 of 1% or both. The interest on any one bond shall be at one rate only and all bonds maturing in any one year must carry the same interest rate. The difference between the highest and lowest interest rates bid shall not exceed three percent (3%) per annum. THE INTEREST BORNE BY BONDS MATURING IN ANY ONE YEAR SHALL BE EQUAL TO OR GREATER THAN THE PRECEDING SERIAL OR TERM BOND MATURITY. No proposal for the purchase of less than all of the bonds or at a price less than 99% or more than 110% of their par value will be considered.

BOOK-ENTRY ONLY: Upon the request of the successful bidder, the bonds will be issued in book-entry only form as one fully registered bond per maturity and will be registered in the name of Cede & Co., as bondholder and nominee for The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository for the bonds. In the event of registration with DTC, the purchaser will not receive certificates representing their interest in bonds purchased. It will be the responsibility of the purchaser to obtain DTC eligibility. Failure of the purchaser to obtain DTC eligibility shall not constitute cause for a failure or refusal by the purchaser to accept delivery of and pay for the bonds.

TRANSFER AGENT AND REGISTRATION: Principal shall be payable at the principal corporate trust office of UMB Bank, N.A., Grand Rapids, Michigan, or such other transfer agent as the City may hereafter designate by notice mailed to the registered owner of record not less than 60 days prior to an interest payment date. Interest shall be paid by check mailed to the registered owner of record as shown on the registration books of the City as of the 15th day of the month preceding an interest payment date. The bonds will be transferred only upon the registration books of the City kept by the transfer agent.

PURPOSE AND SECURITY: The bonds are authorized for the purpose of paying the cost of acquiring and constructing certain capital improvements for the City. The bonds will be a first budget obligation of the City, payable from the general funds of the City including the collection of ad valorem taxes on all taxable property in the City subject to applicable constitutional, statutory and charter tax rate limitations. The rights or remedies of bondholders may be affected by bankruptcy, insolvency, fraudulent conveyance or other laws affecting creditors' rights generally now existing or hereafter enacted and by the application of general principles of equity including those relating to equitable subordination.

GOOD FAITH: A good faith deposit in the form of a certified or cashier's check drawn upon an incorporated bank or trust company, or wire transfer, in the amount of $257,000 (1% of the par amount) payable to the order of the Treasurer of the City will be required of the successful bidder. The successful bidder is required to submit its good faith deposit to the City as instructed by the City not later than Noon, prevailing Eastern Time, on the next business day following the sale. The good faith deposit will be applied to the purchase price of the bonds. In the event the purchaser fails to honor its accepted bid, the good faith deposit will be retained by the City. No interest shall be allowed on the good faith check. The good faith check of the successful bidder will be cashed and payment for the balance of the purchase price of the bonds shall be made at the closing.

AWARD OF BONDS-TRUE INTEREST COST: The bonds will be awarded to the bidder whose bid produces the lowest true interest cost determined in the following manner: the lowest true interest cost will be the single interest rate (compounded on November 1, 2021 and semi-annually thereafter) necessary to discount the debt service payments from their respective payment date to May 18, 2021, the anticipated date of closing, in an amount equal to the price bid, excluding accrued interest. Each bidder shall state in its bid the true interest cost to the City, computed in the manner specified above.

TAX MATTERS: In the opinion of Miller, Canfield, Paddock and Stone, P.L.C., bond counsel, under existing law, assuming compliance with certain covenants, interest on the bonds is excludable from gross income for federal income tax purposes as described in the opinion, and the bonds and interest thereon are exempt from all taxation by the State of Michigan or by any taxing authority within the State of Michigan except estate taxes and taxes on gains realized from the sale, payment or other disposition thereof.

ISSUE PRICE: The winning bidder shall assist the City in establishing the issue price of the bonds and shall execute and deliver to the City at closing an "issue price" or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached either as Appendix G-1 or Appendix G-2 of the preliminary official statement, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the City and Bond Counsel.

The City intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining "competitive sale" for purposes of establishing the issue price of the bonds) will apply to the initial sale of the bonds (the "Competitive Sale Requirements") because:

a. the City is disseminating this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;

b. all bidders shall have an equal opportunity to bid;

c. the City anticipates receiving bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and

d. the City anticipates awarding the sale of the bonds to the bidder who submits a firm offer to purchase the bonds at the lowest true interest cost, as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the bonds, as specified in the bid.

In the event that all of the Competitive Sale Requirements are not satisfied, the City shall so advise the winning bidder. The City will not require bidders to comply with the "hold-the-offering price rule" (as described below), and therefore does not intend to use the initial offering price to the public as of the sale date of any maturity of the bonds as the issue price of that maturity, though the winning bidder, in consultation with the City, may elect to apply the "hold-the-offering price rule" (as described below). Bids will not be subject to cancellation in the event the Competitive Sale Requirements are not satisfied. Unless a bidder intends to apply the "hold-the-offering price rule" (as described below), bidders should prepare their bids on the assumption that all of the maturities of the bonds will be subject to the 10% Test (as described below). The winning bidder must notify the City of its intention to apply either the "hold-the-offering price rule" or the 10% Test at or prior to the time the bonds are awarded.

If the winning bidder does not request that the "hold-the-offering price rule" apply to determine the issue price of the bonds, then the following two paragraphs shall apply:

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a. The City shall treat the first price at which 10% of a maturity of the bonds (the "10% Test") is sold to the public as the issue price of that maturity, applied on a maturity-by-maturity basis. The winning bidder shall advise the City if any maturity of the Bonds satisfies the 10% Test as of the date and time of the award of the bonds; and

b. Until the 10% Test has been satisfied as to each maturity of the bonds, the winning bidder agrees to promptly report to the City the prices at which the unsold bonds of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the closing date has occurred, until either (i) all bonds of that maturity have been sold or (ii) the 10% Test has been satisfied as to the bonds of that maturity, provided that, the winning bidder's reporting obligation after the closing date may be at reasonable periodic intervals or otherwise upon request of the City or bond counsel.

If the winning bidder does request that the "hold-the-offering price rule" apply to determine the issue price of the bonds, then the following three paragraphs shall apply:

a. The winning bidder, in consultation with the City, may determine to treat (i) pursuant to the 10% Test, the first price at which 10% of a maturity of the bonds is sold to the public as the issue price of that maturity and/or (ii) the initial offering price to the public as of the sale date of any maturity of the bonds as the issue price of that maturity (the "hold-the-offering price rule"), in each case applied on a maturity-by-maturity basis. The winning bidder shall advise the City if any maturity of the bonds satisfies the 10% Test as of the date and time of the award of the bonds. The winning bidder shall promptly advise the City, at or before the time of award of the bonds, which maturities of the bonds shall be subject to the 10% Test or shall be subject to the hold-the-offering price rule or both.

b. By submitting a bid, the winning bidder shall (i) confirm that the underwriters have offered or will offer the bonds to the public on or before the date of the award at the offering price or prices (the "initial offering price"), or at the corresponding yield or yields, set forth in the bid submitted by the winning bidder, and (ii) if the hold-the-offering-price rule applies, agree, on behalf of the underwriters participating in the purchase of the bonds, that the underwriters will neither offer nor sell unsold bonds of any maturity to which the hold-the-offering-price rule shall apply to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following:

i. the close of the fifth (5th) business day after the sale date; or

ii. the date on which the underwriters have sold at least 10% of that maturity of the bonds to the public at a price that is no higher than the initial offering price to the public;

The winning bidder shall promptly advise the City when the underwriters have sold 10% of that maturity of the bonds to the public at a price that is no higher than the initial offering price to the public, if that occurs prior to the close of the fifth (5th) business day after the sale date.

c. The City acknowledges that, in making the representation set forth above, the winning bidder will rely on (i) the agreement of each underwriter to comply with the requirements for establishing issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the bonds, as set forth in an agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of the bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the requirements for establishing issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the bonds, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an underwriter or dealer who is a member of the selling group is a party to a third-party distribution agreement that was employed in connection with the initial sale of the bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the requirements for establishing issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the bonds, as set forth in the third-party distribution agreement and the related pricing wires. The City further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the requirements for establishing issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the bonds, and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a third-party distribution agreement to comply with its corresponding agreement to comply with the requirements for establishing issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the bonds.

By submitting a bid, each bidder confirms that:

a. any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the bidder is a party) relating to the initial sale of the bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such third-party distribution agreement, as applicable, (A)(i) to report the prices at which it sells to the public the unsold bonds of each maturity allocated to it, whether or not the closing date has occurred, until either all bonds of that maturity allocated to it have been sold or it is notified by the winning bidder that the 10% Test has been satisfied as to the bonds of that maturity, provided that, the reporting obligation after the closing date may be at reasonable periodic intervals or otherwise upon request of the winning bidder, and (ii) to comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the winning bidder and as set forth in the related pricing wires, (B) to promptly notify the winning bidder of any sales of bonds that, to its knowledge, are made to a purchaser who is a related party to an underwriter participating in the initial sale of the bonds to the public (each such term being used as defined below), and (C) to acknowledge that, unless otherwise advised by the underwriter, dealer or broker-dealer, the winning bidder shall assume that each order submitted by the underwriter, dealer or broker-dealer is a sale to the public.

b. any agreement among underwriters or selling group agreement relating to the initial sale of the bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter or dealer that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the bonds to the public to require each broker-dealer that is a party to such third-party distribution agreement to (i) report the prices at which it sells to the public the unsold bonds of each maturity allocated to it, whether or not the closing date has occurred, until either all bonds of that maturity allocated to it have been sold or it is notified by the winning bidder or such underwriter that the 10% Test has been satisfied as to the bonds of that maturity, provided that, the reporting obligation after the closing date may be at reasonable periodic intervals or otherwise upon request of the winning bidder or such underwriter, and (ii) comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the winning bidder or the underwriter and as set forth in the related pricing wires.

Sales of any bonds to any person that is a related party to an underwriter shall not constitute sales to the public for purposes of establishing issue price. Further, for purposes of this Notice of Sale:

a. "public" means any person other than an underwriter or a related party,

b. "underwriter" means (A) any person that agrees pursuant to a written contract with the City (or with the lead Underwriter to form an underwriting syndicate) to participate in the initial sale of the bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the bonds to the public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the bonds to the public);

c. a purchaser of any of the bonds is a "related party" to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (i) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other); and

d. "sale date" means the date that the bonds are awarded by the City to the winning bidder.

LEGAL OPINION: Bids shall be conditioned upon the approving opinion of Miller, Canfield, Paddock and Stone, P.L.C., attorneys of Detroit, Michigan, a copy of which opinion will be furnished without expense to the purchaser of the bonds at the delivery thereof. The fees of Miller, Canfield, Paddock and Stone, P.L.C. for services rendered in connection with such approving opinion are expected to be paid from bond proceeds. Except to the extent necessary to issue its approving opinion as to validity of the above bonds, Miller, Canfield, Paddock and Stone, P.L.C. has not been requested to examine or review and has not examined or reviewed any financial documents, statements or materials that have been or may be furnished in connection with the authorization, issuance or marketing of the bonds, and accordingly will not express any opinion with respect to the accuracy or completeness of any such financial documents, statements or materials. In submitting a bid for the bonds, the bidder agrees to the representation of the City by Miller, Canfield, Paddock and Stone, P.L.C., as bond counsel.

DELIVERY OF BONDS: The City will furnish bonds ready for execution at its expense. Bonds will be delivered without expense to the purchaser through DTC in New York, New York, or such other place to be agreed upon. The usual closing documents, including a certificate that no litigation is pending affecting the issuance of the bonds, will be delivered at the time of delivery of the bonds. If the bonds are not tendered for delivery by twelve o'clock noon, prevailing Eastern Time, on the 45th day following the date of sale, or the first business day thereafter if said 45th day is not a business day, the successful bidder may on that day, or any time thereafter until delivery of the bonds, withdraw its proposal by serving notice of cancellation, in writing, on the undersigned in which event the City shall promptly return the good faith deposit. Payment for the bonds shall be made in Federal Reserve Funds.

CUSIP NUMBERS: It is anticipated that CUSIP numbers will be printed on the bonds, but neither the failure to print CUSIP numbers nor any improperly printed CUSIP numbers shall be cause for the purchaser to refuse to take delivery of and pay the purchase price for the bonds. Application for CUSIP numbers will be made by PFM Financial Advisors LLC, financial advisor to the City. The CUSIP Service Bureau's charge for the assignment of CUSIP identification numbers shall be paid by the purchaser.

OFFICIAL STATEMENT: A preliminary Official Statement that the City deems to be final as of its date, except for the omission of information permitted to be omitted by Rule 15c2-12 of the Securities and Exchange Commission, has been prepared and may be obtained from PFM Financial Advisors LLC, financial advisors to the City, at the address and telephone listed under FINANCIAL ADVISOR below. PFM Financial Advisors LLC, will provide the winning bidder with a reasonable number of final official statements in electronic format only within 7 business days from the date of sale to permit the purchaser to comply with Securities and Exchange Commission Rule 15c2-12. Requests for copies should be made to PFM Financial Advisors LLC within 24 hours of the time of sale.

BOND INSURANCE AT PURCHASER'S OPTION: If the Bonds qualify for issuance of any policy of municipal bond insurance or commitment therefor at the option of the bidder/purchaser, the purchase of any such insurance policy or the issuance of any such commitment shall be at the option and expense of the purchaser of the Bonds. Any and all increased costs of issuance of the Bonds resulting from such purchase of insurance shall be paid by the purchaser, except that if the City has requested and received a rating on the Bonds from a rating agency, the City shall pay the fee for the requested rating. Any other rating agency fees shall be the responsibility of the purchaser. FAILURE OF THE MUNICIPAL BOND INSURER TO ISSUE THE POLICY AFTER THE BONDS HAVE BEEN AWARDED TO THE PURCHASER SHALL NOT CONSTITUTE CAUSE FOR FAILURE OR REFUSAL BY THE PURCHASER TO ACCEPT DELIVERY OF THE BONDS FROM THE CITY.

CONTINUING DISCLOSURE: As described more fully in the Official Statement, the City has agreed to provide or cause to be provided, in accordance with the requirements of Rule 15c2-12

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promulgated by the Securities and Exchange Commission, on or prior to the sixth month after the end of each fiscal year commencing with the fiscal year ended June 30, 2021, (i) certain annual financial information and operating data, including audited financial statements for the preceding fiscal year, generally consistent with the information contained or cross-referenced in the Official Statement relating to the bonds, (ii) timely notice of the occurrence of certain material events with respect to the bonds and (iii) timely notice of a failure by the City to provide the required annual financial information on or before the date specified in (i) above.

BIDDER CERTIFICATION: NOT "IRAN-LINKED BUSINESS" By submitting a bid, the bidder shall be deemed to have certified that it is not an "Iran-Linked Business" as defined in Act 517 Michigan Public Acts of 2012, being MCL 129.311 et. seq.

FINANCIAL ADVISOR: Further information relating to the bonds may be obtained from PFM Financial Advisors LLC, 555 Briarwood Circle, Suite 333, Ann Arbor, Michigan 48108. Telephone (734) 994-9700. Fax (734) 994-9710.

THE RIGHT IS RESERVED TO REJECT ANY OR ALL BIDS.

Lynne M. Senia
City Clerk

SUMMARY NOTICE OF SALE

TOWNSHIP OF CRANFORD, IN THE COUNTY OF UNION, NEW JERSEY

$9,700,000 GENERAL IMPROVEMENT BONDS (Book-Entry Only) (Bank-Qualified) (Callable) (Parity Bid)

dated May 1, 2021

ELECTRONIC BIDS VIA PARITY AND SEALED PROPOSALS will be received by the Chief Financial Officer of the Township of Cranford, in the County of Union, New Jersey (the "Township"), in the Municipal Building, 8 Springfield Avenue, Cranford, New Jersey 07016, on

May 4, 2021

at 11:00 o'clock A.M. (local time) at which time they will be publicly opened and announced, for the purchase of the Township's $9,700,000 General Improvement Bonds dated May 1, 2021 and payable on November 1 in each year as follows:

$600,000 in each of the years 2021 and 2022,
$650,000 in the year 2023,
$700,000 in the year 2024,
$750,000 in the year 2025,
$800,000 in each of the years 2026 to 2028, inclusive, and
$1,000,000 in each of the years 2029 to 2032, inclusive.

The Bonds shall be issued in book-entry only form through the book-entry system operated by The Depository Trust Company, New York, New York. The Bonds are subject to redemption prior to maturity at the option of the Township in accordance with the terms set forth in the Notice of Sale to be made available to interested persons (the "Notice of Sale"). The Notice of Sale and Proposal for Bonds should be reviewed by potential bidders for additional terms and conditions of the sale of the Bonds prior to bidding on the Bonds. To the extent any instructions or directions set forth in PARITY conflict with the Notice of Sale, the terms of the Notice of Sale shall control. For further information about PARITY, potential bidders may contact Ipreo at 1359 Broadway, 2nd Floor, New York, NY 10018, telephone (212) 849-5021.

The Bonds will bear interest from their date at a rate or rates of interest in multiples of 1/8th or 1/20th of 1% per annum (same or ascending rates and only one rate per maturity) specified by the successful bidder payable on each May 1 and November 1, commencing November 1, 2021, in each year until maturity or prior redemption. The purchase price specified must not be less than $9,700,000 nor more than $9,797,000 (par plus a maximum 1% premium). Each proposal must be for all the Bonds offered. As further described in the Notice of Sale, bidders must, at the time of making their bids, make a wire transfer or deposit a certified, cashier's or treasurer's check drawn upon a bank or trust company in the amount of $194,000 to the order of the Township. The Bonds will be sold to the bidder specifying the lowest net interest cost in accordance with the terms set forth in the Notice of Sale. The Township will furnish the Bonds and the approving legal opinion of Rogut McCarthy LLC, Cranford, New Jersey, Bond Counsel.

The Bonds will be designated as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

Copies of the Preliminary Official Statement, the Notice of Sale and the Proposal for Bonds are available at www.i-DealProspectus.com or by contacting the undersigned Chief Financial Officer at the Municipal Building, 8 Springfield Avenue, Cranford, New Jersey 07016, Telephone No. (908) 709-7250.

By order of the Township Committee of the Township of Cranford, in the County of Union, New Jersey.

Dated: April 20, 2021

/s/ Lavona Patterson
Chief Financial Officer
Township of Cranford
County of Union, New Jersey

SUMMARY NOTICE OF SALE
$66,175,000*
CHARLESTON COUNTY SCHOOL DISTRICT, SOUTH CAROLINA GENERAL OBLIGATION BOND ANTICIPATION NOTES SERIES 2021A

Sealed, facsimile and/or electronic bids will be received by Charleston County School District, South Carolina (the School District), pursuant to the Official Notice of Sale dated April 20, 2021.

Sale Date:	Wednesday, April 28, 2021
Sale Time:	11:00 a.m. (local time)
Notes Dated:	Date of delivery (expected to be May 12, 2021)
Form of Notes:	Book-entry only; $5,000 denominations
Maturity:	November 16, 2021
Redemption Provisions:	Notes are not subject to redemption prior to maturity
Legal Opinion:	Haynsworth Sinkler Boyd, P.A., Charleston, South Carolina
Official Notice of Sale and Preliminary Official Statement:	Available at www.i-dealprospectus.com

The Notes will be general obligations of the School District, and the full faith, credit, resources and taxing power of the School District will be irrevocably pledged for the repayment thereof. The Notes will be payable from the proceeds of general obligation bonds to be issued by the School District.

This Notice is given to evidence the School District's intent to receive bids for and award the Notes on the date stated above. Such sale may be postponed prior to the time bids are to be received. If postponed, the sale may be thereafter rescheduled, and notice of such rescheduled date of sale will be disseminated at least 20 hours prior to the time for receipt of bids through an electronic information service.

*Preliminary, subject to change.

SUMMARY NOTICE OF SALE
$140,095,000*
CHARLESTON COUNTY SCHOOL DISTRICT, SOUTH CAROLINA GENERAL OBLIGATION BOND ANTICIPATION NOTES (SALES TAX PROJECTS – PHASE IV), SERIES 2021B

Sealed, facsimile and/or electronic bids will be received by Charleston County School District, South Carolina (the School District), pursuant to the Official Notice of Sale dated April 20, 2021.

Sale Date:	Wednesday, April 28, 2021
Sale Time:	11:00 a.m. (local time)
Notes Dated:	Date of delivery (expected to be May 12, 2021)
Form of Notes:	Book-entry only; $5,000 denominations
Maturity:	May 11, 2022
Redemption Provisions:	Notes are not subject to redemption prior to maturity
Legal Opinion:	Haynsworth Sinkler Boyd, P.A., Charleston, South Carolina
Official Notice of Sale and Preliminary Official Statement:	Available at www.i-dealprospectus.com

The Notes will be general obligations of the School District, and the full faith, credit, resources and taxing power of the School District will be irrevocably pledged for the repayment thereof. The Notes will be payable from the proceeds of general obligation bonds to be issued by the School District and from the proceeds of a sales and use tax.

This Notice is given to evidence the School District's intent to receive bids for and award the Notes on the date stated above. Such sale may be postponed prior to the time bids are to be received. If postponed, the sale may be thereafter rescheduled, and notice of such rescheduled date of sale will be disseminated at least 20 hours prior to the time for receipt of bids through an electronic information service.

*Preliminary, subject to change.

FOR **NEW JOB POSTINGS ONLINE,** GO TO

https://www.bondbuyer.com/resources

SUMMARY NOTICE OF SALE
$15,025,000*
CHARLESTON COUNTY SCHOOL DISTRICT, SOUTH CAROLINA
GENERAL OBLIGATION BOND ANTICIPATION NOTES
(SALES TAX PROJECTS – PHASE V), SERIES 2021C

Sealed, facsimile and/or electronic bids will be received by Charleston County School District, South Carolina (the School District), pursuant to the Official Notice of Sale dated April 20, 2021.

Sale Date:	Wednesday, April 28, 2021
Sale Time:	11:00 a.m. (local time)
Notes Dated:	Date of delivery (expected to be May 12, 2021)
Form of Notes:	Book-entry only; $5,000 denominations
Maturity:	May 11, 2022
Redemption Provisions:	Notes are not subject to redemption prior to maturity
Legal Opinion:	Haynsworth Sinkler Boyd, P.A., Charleston, South Carolina
Official Notice of Sale and Preliminary Official Statement:	Available at www.i-dealprospectus.com

The Notes will be general obligations of the School District, and the full faith, credit, resources and taxing power of the School District will be irrevocably pledged for the repayment thereof. The Notes will be payable from the proceeds of general obligation bonds to be issued by the School District and from the proceeds of a sales and use tax.

This Notice is given to evidence the School District's intent to receive bids for and award the Notes on the date stated above. Such sale may be postponed prior to the time bids are to be received. If postponed, the sale may be thereafter rescheduled, and notice of such rescheduled date of sale will be disseminated at least 20 hours prior to the time for receipt of bids through an electronic information service.

*Preliminary, subject to change.

SUMMARY NOTICE OF SALE
$1,295,000*
CHARLESTON COUNTY SCHOOL DISTRICT, SOUTH CAROLINA
GENERAL OBLIGATION BOND ANTICIPATION NOTES
TAXABLE SERIES 2021D

Sealed, facsimile and/or electronic bids will be received by Charleston County School District, South Carolina (the School District), pursuant to the Official Notice of Sale dated April 20, 2021.

Sale Date:	Wednesday, April 28, 2021
Sale Time:	11:00 a.m. (local time)
Notes Dated:	Date of delivery (expected to be May 12, 2021)
Form of Notes:	Book-entry only; $5,000 denominations
Maturity:	November 16, 2021
Redemption Provisions:	Notes are not subject to redemption prior to maturity
Legal Opinion:	Haynsworth Sinkler Boyd, P.A., Charleston, South Carolina
Official Notice of Sale and Preliminary Official Statement:	Available at www.i-dealprospectus.com

The Notes will be general obligations of the School District, and the full faith, credit, resources and taxing power of the School District will be irrevocably pledged for the repayment thereof. The Notes will be payable from the proceeds of general obligation bonds to be issued by the School District.

This Notice is given to evidence the School District's intent to receive bids for and award the Notes on the date stated above. Such sale may be postponed prior to the time bids are to be received. If postponed, the sale may be thereafter rescheduled, and notice of such rescheduled date of sale will be disseminated at least 20 hours prior to the time for receipt of bids through an electronic information service.

*Preliminary, subject to change.

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Request for Proposals Advertisement

REQUEST FOR PROPOSALS

Washington State Housing Finance Commission for General Counsel; Bond Counsel on Single Family, Multifamily, Nonprofit Facility and Beginning Farmer/Rancher Programs; Special Counsel on Single Family Programs; Special Counsel on Sustainable Energy Program; and Low-Income Housing Tax Credit Counsel. Proposals due: Thursday, April 29, 2021 at 5pm Prevailing Pacific Time. For a copy of the RFP or for more information, please contact our website: www.wshfc.org or contact Paul Edwards at Paul.R.Edwards@wshfc.org or (206) 287-4462. Washington State Housing Finance Commission, 1000 Second Ave., Suite 2700, Seattle, WA 98104-1046

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Wei-Ke (Victor) Kuo at 1-212-803-8612
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4/20 - State of Washington (WA) - WA
4/20 - Cedar Rapids Community School District - IA
4/20 - Champions Municipal Utility District (TX) - TX
4/20 - Village of Hobart - WI
4/20 - City of Mount Pleasant (TX) - TX
4/20 - Waller County Municipal Utility District No. 9B (TX) - TX
4/20 - Frankston Independent School District - TX
4/20 - Virginia Public School Authority (VA) - VA
4/20 - Bradley County (TN) - TN
4/20 - State of Rhode Island (RI) - RI
4/20 - Poth Independent School District - TX
4/20 - City of Hudson (WI) - WI
4/20 - City of Hudson (WI) - WI
4/20 - Harris County Municipal Utility District No. 432 - TX
4/20 - Virginia Public School Authority (VA) - VA
4/20 - Village of Hobart - WI
4/20 - State of Rhode Island (RI) - RI
4/20 - County of Westchester (NY) - NY
4/20 - Village of Montebello - NY
4/20 - Village of Massapequa Park - NY
4/20 - County of Alamance - NC
4/20 - City of Millville - NJ
4/20 - Princeton (NJ) - NJ
4/20 - County Line School District No. 1 of Franklin County - AR
4/20 - Harris County Municipal Utility District No. 432 - TX
4/20 - City of Urbandale (IA) - IA
4/20 - City of Redwood Falls - MN
4/20 - Town of Salisbury (MA) - MA
4/20 - Town of New Fairfield - CT
4/20 - County of Westchester (NY) - NY
4/20 - State of Rhode Island (RI) - RI
4/20 - County of Westchester (NY) - NY
4/20 - Township of North Bergen (NJ) - NJ
4/20 - Forestville Central School District - NY
4/20 - City of Stamford - CT
4/20 - Village of Chesaning (MI) - MI
4/21 - Metropolitan Council (Minneapolis-St. Paul Metropolitan Area) - MN
4/21 - Metropolitan Council (Minneapolis-St. Paul Metropolitan Area) - MN
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4/21-Fullerton Joint Union High School District, CA 2021 GO Refunding Bonds
4/21-Bradley Beach (Borough of) in Monmouth (County of), NJ GO Bonds, Series 2021A,B&C
4/21-Belmont Fresh Water Supply District No. 1, TX Unltd Tax Road Bonds, Series 2021
4/22-Racine County, WI GO Corporate Purpose&Taxable GO Capital Imprv Proj Bonds, Series 2021B&C
4/21-***Bradley Beach (Borough of) in Monmouth (County of), NJ GO Bonds, Series 2021A,B&C
**AMENDED COVER PAGE
4/22-Bridgeport (City of), TX GO Refunding Bonds, Srs 2021 A & B(Taxable)
4/26-North Richland Hills (City of), TX GO Refunding & Improvement Bonds, Series 2021
4/27-Chapel Hill (Town of), NC GO Public Improv & Affordable Housing Bonds, Series 2021A&B
4/27-Georgetown (City of), TX GO Bonds & Combination Tax & Revenue COO's, Series 2021
4/19-***Faribault County, MN GO Capital Improvement Plan Bonds, Series 2021A
Moody's Credit Opinion & Rating has been updated
4/20-***Waller County MUD No. 9B, TX Unlimited Tax Bonds, Srs 2021***REVISED POS***
4/21-***Fullerton Joint Union High School District, CA 2021 GO Refunding Bonds
S&P Global Ratings has been added
4/22-Fort Bend County MUD No. 163, TX Unlimited Tax Road Bonds, Series 2021
4/26-Dallas Center-Grimes CSD, IA GO School Refunding Bonds, Series 2021C&D (Taxable)
4/26-Bastrop County, TX Combination Tax & Limited Pledge COO, Series 2021
4/27-Tyler (City of), TX Water & Sewer System Revenue Bonds, Series 2021
4/27-Waukesha County Area TCD, WI GO Promissory Notes, Srs 2021A

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Electronic Official Statements Negotiated

Nichols Hills (City of), OK GO Refunding Bonds, Series 2021
Round Rock Transportation & EDC, TX Senior Lien Sales Tax Revenue Bonds, Taxable Series 2021
Tyler (City of), TX Hotel Occupancy Tax Revenue Bonds, Series 2021
Youngsville (City of), LA Sales Tax Rev & Ref Bonds, Series 2021
**Bossier City (City of), LA Taxable Utilities Revenue Refunding Bonds, Srs 2021
**S&P RATINGS HAS BEEN ADDED
Louisiana Local Govt Env Fac&Comm Dev Auth, LA Revenue Refunding Bonds, Series 2021
Troy ISD, TX Unlimited Tax Refunding Bonds, Srs 2021
Venus ISD, TX Unlimited Tax Refunding Bonds, Series 2021
Bossier City (City of), LA Taxable Utilities Revenue Refunding Bonds, Srs 2021
Snyder (City of), TX GO Refunding Bonds, Series 2021A&B (Taxable)
Williamson County MUD No. 13, TX Unlimited Tax Refunding Bonds, Srs 2021
Leon Valley (City of), TX GO Refunding Bonds, Series 2021
Burnet (City of), TX GO Refunding Bonds, Srs 2021
Three Rivers ISD, TX Unlimited Tax Refunding Bonds, Srs 2021
Harlingen (City of), TX GO Refunding Bonds, Series 2021
Travis County MUD No. 11, TX Unltd Tax Ref Bonds, Series 2021
Alamo Community College District, TX Maintenance Tax Ref Bonds, Series 2021
***Dallas ISD, TX Unltd Tax Ref Bonds, Taxable Series 2021B
Ratings Reports have been added, No Change to POS
Tolar ISD, TX Unlimited Tax Refunding Bonds, Taxable Series 2021
Merrimack (County of), NH 2021 GO Refunding Bonds (Fed Tax)
New Canaan (Town of), CT GO Bonds, Issue of 2021
Academy ISD, TX Unlimited Tax Refunding Bonds, Taxable Series 2021
Goodyear (City of), AZ Taxable Excise Tax Ref Ref Obligations, Series 2021
Goodyear (City of), AZ General Obligation Bonds, Series 2021
Brushy Creek MUD, TX Sendero Springs & Cornerstone Defined Area Unltd Tax Ref Bonds, Srs 2021
Hurst-Euless-Bedford ISD, TX Unlimited Tax Ref Bonds, Series 2021
Maryland TA, MD Transportation Facilities Projects Rev Bonds, Srs 2021A
Bastrop (City of), TX GO Refunding Bonds, Series 2021&A(Taxable)
Carrollton-Farmers Branch ISD, TX Unlimited Tax School Building Bonds, Series 2021
Coppell ISD, TX Unlimited Tax Refunding Bonds, Taxable Series 2021
Tennessee HDA, TN Residential Finance Program Bonds, Issue 2021-1 (Non-AMT)
Keene (City of), TX Tax Notes & GO Ref Bonds, Srs 2021 & 2021A
Keene (City of), TX GO Refunding Bonds, Series 2021B
**El Paso (City of), TX Municipal Drainage Utility Sys Rev Ref Bonds, Series 2021A
COVER PAGE HAS BEEN REVISED TO REFLECT THE CORRECT CLOSING DATE
**El Paso (City of), TX Water & Sewer Revenue Refunding Bonds, Series 2021

Competitive Bond Offerings

Compiled by IHS Markit

*Preliminary and subject to change. **SHADED LISTINGS ARE NEW.**

Issuer	St	Description	Amount ($000s)	Time of Sale	Financial Adviser	Legal Opinion	Maturing	Insurer	Mdy's	S&P	Fitch	KBRA	Bank-Qual.	Latest Details
Tuesday, April 20														
County Line SD #1	AR	Ref	*4,955	11 am C	First Sec Beardsley	Friday Eldredge	23-44	---	Aa2	---	---	---	BQ	15-Apr
P New Fairfield (Town)	CT	GO	25,000	11 am E	Phoenix Advisors	Robinson & Cole	22-41	---	---	AAA	---	---	---	14-Apr
P Stamford	CT	GO Ref	*43,300	11:30 am E	Phoenix Advisors	Pullman & Comley	22-34	---	---	AAA	AAA	---	---	13-Apr
Cedar Rapids Comm SD	IA	Sch	*6,360	10 am C	Piper Sandler	Dorsey & Whitney	35-41	---	---	A+	---	---	BQ	8-Apr
Urbandale	IA	GO	*9,440	11 am C	Piper Sandler	Ahlers & Cooney	22-31	---	Aa1	---	---	---	BQ	13-Apr
Chesaning Vlg	MI	Unltd Tax GO	*1,250	1 pm E	PFM Fin Advisors	Miller Canfield	22-31	---	---	A-	---	---	BQ	12-Apr
Redwood Falls	MN	GO	2,860	11 am C	David Drown	Taft Stettinius	23-42	---	---	AA	---	---	BQ	16-Apr
Alamance County	NC	GO Pub Imp	*154,150	11 am E	Davenport	Robinson Bradshaw	22-41	---	Aa2	AA	---	---	---	12-Apr
Princeton	NJ	GO Ref	*10,075	11 am E	Phoenix Advisors	McManimon Scotland	21-28	---	Aaa	---	---	---	---	15-Apr
Forestville Ctrl SD	NY	Sch Dist	2,900	11:30 am E	Municipal Solutions	Harris Beach	21-35	---	---	---	---	---	BQ	1-Apr
Massapequa Pk Vlg	NY	Pub Imp	*3,500	11 am E	Liberty Capital Svcs	Hawkins Delafield	22-35	---	Aa2	---	---	---	BQ	9-Apr
Montebello Vlg	NY	Pub Imp	*745	11 am E	Munistat Services	Hawkins Delafield	22-35	---	---	---	---	---	BQ	9-Apr
Pawling (Town)	NY	Pub Imp	*4,336	10:45 am E	Fiscal Adv & Mkt	Orrick Herrington	22-37	---	---	---	---	---	BQ	19-Mar
Okmulgee Co ISD #5	OK	Bldg	360	12:45 pm C	Stephen H. McDonald	State Atty General	24-25	---	---	---	---	---	BQ	8-Apr
Tulsa Co ISD #13	OK	Bldg	3,085	11:45 am C	Stephen H. McDonald	State Atty General	23	---	---	---	---	---	BQ	1-Apr
Wagoner Co ISD #17	OK	Bldg (Tax)	6,200	12 pm C	Stephen L. Smith	Phillips Murrah	23-24	---	---	---	---	---	---	8-Apr
Warrior Run SD	PA	GO	*9,580	11:15 am E	PFM Fin Advisors	Eckert Seamans	22-46	---	---	---	---	---	BQ	15-Apr
Rhode Island	RI	GO	*11,045	10:15 am E	Public Resources	Partridge Snow	22-30	---	Aa2	AA	AA	---	---	13-Apr
Rhode Island	RI	GO (Tax)	*15,500	10:45 am E	Public Resources	Partridge Snow	23-31	---	Aa2	AA	AA	---	---	13-Apr
Rhode Island	RI	GO (Tax)	*77,220	11:15 am E	Public Resources	Partridge Snow	22-34	---	Aa2	AA	AA	---	---	13-Apr
Rhode Island	RI	GO	*120,400	10:15 am E	Public Resources	Partridge Snow	23-41	---	Aa2	AA	AA	---	---	13-Apr
Bradley County	TN	GO Ref	*4,985	10:15 am E	Cumberland Secs	Bass Berry	22-42	---	---	AA	---	---	BQ	16-Apr
Champions MUD	TX	Unltd Tax	16,700	10 am C	GMS Group	Johnson Petrov	23-50	---	---	---	---	---	---	31-Mar
Frankston ISD	TX	Unltd Tax	*7,935	10 am C	SAMCO Cap Mkts	McCall Parkhurst	22-42	---	---	AAA	---	---	BQ	16-Apr
Harris Co MUD #432	TX	Unltd Tax	2,045	11 am C	Baird	Young & Brooks	22-46	---	---	---	---	---	BQ	8-Apr
Harris Co MUD #432	TX	Unltd Tax	3,365	10:30 am C	Baird	Young & Brooks	22-46	---	---	---	---	---	BQ	8-Apr
Mount Pleasant	TX	Certs of Oblig	*53,910	10 am C	Hilltop Securities	McCall Parkhurst	25-51	---	A2	A+	---	---	---	12-Apr
Poth ISD	TX	Unltd Tax	*2,910	10:30 am C	Specialized Pub Fin	McCall Parkhurst	22-33	PSF	---	AAA	---	---	BQ	7-Apr
Waller Co MUD #9B	TX	Unltd Tax	3,395	10 am C	Baird	Sanford Kuhl	22-46	---	---	---	---	---	BQ	8-Apr
Virginia Pub Sch Auth	VA	Sch (Tax)	*10,440	10:15 am E	Davenport	McGuireWoods	21-39	---	Aa1	AA+	AA+	---	---	13-Apr
Virginia Pub Sch Auth	VA	Sch Fin	*78,680	10:45 am E	Davenport	McGuireWoods	22-50	---	Aa1	AA+	AA+	---	---	3-Mar
Washington	WA	Var Purp GO	*166,955	8 am P	Piper Sandler	Foster Garvey	22-36	---	Aaa	AA+	AA+	---	---	23-Mar
Washington	WA	Motor Vehicle Fuel	*195,360	8:30 am P	Piper Sandler	Foster Garvey	21-41	---	Aaa	AA+	AA+	---	---	23-Mar
Washington	WA	Motor Vehicle Fuel	*245,130	7:30 am P	Piper Sandler	Foster Garvey	22-46	---	Aaa	AA+	AA+	---	---	23-Mar
Hobart Vlg	WI	GO Prom (Tax)	*2,340	10:45 am C	PMA Securities	Quarles & Brady	22-31	---	---	AA	---	---	---	31-Mar
Hobart Vlg	WI	GO Prom	*4,485	10 am C	PMA Securities	Quarles & Brady	22-31	---	---	AA	---	---	BQ	31-Mar
Hudson	WI	GO Prom	*1,715	10:30 am C	Ehlers	Fryberger Buchanan	22-31	---	---	---	---	---	BQ	13-Apr
Hudson	WI	GO Corp Purp	*3,850	10:30 am C	Ehlers	Fryberger Buchanan	22-41	---	---	---	---	---	BQ	13-Apr
Wednesday, April 21														
P Fullerton Jt Union HSD	CA	GO Ref (Tax)	*17,430	9 am P	Fieldman Rolapp	Quint & Thimmig	21-29	---	---	AA	---	---	---	14-Apr
San Francisco (City & Co)	CA	Certs of Part	*78,475	8:30 am P	KNN Public Finance	Squire Patton	23-41	---	Aa1	AA+	AA	---	---	13-Apr
Denver Bd Wtr Comm	CO	Wtr Rev	*287,640	9:30 am M	Stifel Nicolaus	Butler Snow	24-50	---	---	---	---	---	---	15-Apr
P Westport (Town)	CT	GO	10,830	11:30 am E	Phoenix Advisors	Pullman & Comley	22-41	---	Aaa	---	---	---	---	14-Apr
P Westport (Town)	CT	GO Ref	*11,815	12 pm E	Phoenix Advisors	Pullman & Comley	22-33	---	Aaa	---	---	---	---	14-Apr
M.S.D of New Durham Twp Sch Bldg	IN	First Mtg	*2,525	11 am E	Baker Tilly MA	Ice Miller	27-32	---	---	AA+	---	---	BQ	16-Apr
Beechwood ISD Fin Corp	KY	Sch Bldg Rev	*4,585	11 am E	RSA Advisors, LLC	Dinsmore & Shohl	22-41	---	---	---	---	---	---	14-Apr
Ipswich (Town)	MA	GO	*16,740	11 am E	Hilltop Securities	Locke Lord	21-40	---	---	---	---	---	---	16-Apr

To Report or Obtain Information

Email: DL-Ipreo-brs@ihsmarkit.com

Competitive / Negotiated Offerings		Competitive / Negotiated Sales Results	
Joycelyn Gumbs	212-849-3870	Ruth-Ann Medina	212-849-3873
Priya Khandai	646-679-3128	Anthony Andino	212-849-3868

NOS This monitor signifies the Notice of Sale is available on www.bondbuyer.com

P A letter "P" signifies that a link to the POS is on the Bond Buyer Online's Competitive Bond Offering Calendar.

+ A "+" under Insurer in the Negotiated Bond Offerings and Negotiated Note Offerings signifies that insurance is available.

Competitive Bond Offerings

Compiled by IHS Markit

*Preliminary and subject to change. **SHADED LISTINGS ARE NEW.**

Issuer	St	Description	Amount ($000s)	Time of Sale	Financial Adviser	Legal Opinion	Maturing	Insurer	Mdy's	S&P	Fitch	KBRA	Bank-Qual.	Latest Details
Frankfort-Elberta Area Sch	MI	Sch Bldg & Site Ref	*990	11 am E	PFM Fin Advisors	Thrun Law Firm	22-24	---	---	---	---	---	BQ	13-Apr
Metropolitan Council	MN	GO Park (Tax)	*3,060	10:30 am C	Baker Tilly MA	Kennedy & Graven	22-25	---	---	---	---	---	---	30-Mar
Metropolitan Council	MN	GO Park	*3,060	10:30 am C	Baker Tilly MA	Kennedy & Graven	22-25	---	---	---	---	---	---	30-Mar
Metropolitan Council	MN	GO Wst Wtr Rev Ref (Tax)	*103,930	10 am C	Baker Tilly MA	Kennedy & Graven	23-34	---	---	---	---	---	---	30-Mar
Bradley Beach Borough	NJ	GO	*4,330	11 am E	NW Financial Group	Archer & Greiner	22-33	---	---	---	---	---	BQ	14-Apr
Bridgeton	NJ	GO	*13,201	10:45 am E	Municipal Official	McManimon Scotland	22-36	---	---	---	---	---	---	7-Apr
Clark County	NV	Highway Rev	*100,000	8:30 am P	PFM Fin Advisors	Sherman & Howard	22-41	---	---	---	---	---	---	14-Apr
Schenectady	NY	Pub Imp	*17,350	11 am E	Fiscal Adv & Mkt	Barclay Damon	22-39	---	---	---	---	---	---	19-Feb
Yorkshire-Pioneer Ctrl SD	NY	Sch	8,740	11:30 am E	Municipal Solutions	Hodgson Russ	21-34	---	---	---	---	---	BQ	1-Apr
Creek Co ISD #20	OK	Bldg (Tax)	275	11:45 am C	Stephen H. McDonald	State Atty General	23-24	---	---	---	---	---	---	8-Apr
Grady Co ISD #51	OK	Bldg (Tax)	830	12 pm C	Stephen L. Smith	Phillips Murrah	23	---	---	---	---	---	---	9-Apr
Love Co ISD #16	OK	Bldg (Tax)	1,955	12:45 pm C	Stephen H. McDonald	State Atty General	23-24	---	---	---	---	---	---	8-Apr
Haverford Twp SD	PA	GO	*1,060	11:15 am E	PFM Fin Advisors	Saul Ewing Arnstein	22-31	---	---	---	---	---	BQ	16-Apr
Haverford Twp SD	PA	GO	*8,935	11:15 am E	PFM Fin Advisors	Saul Ewing Arnstein	22-37	---	---	---	---	---	BQ	16-Apr
Beaufort Co SD	SC	GO	*130,000	11 am E	Hilltop Securities	Burr & Forman	22-41	---	---	---	---	---	---	15-Apr
McMinn County	TN	GO Ref	*4,965	10:15 am E	Cumberland Secs	Bass Berry	22-42	---	---	AA-	---	---	BQ	16-Apr
Belmont Fresh Wtr Supp Dt #1	TX	Unltd Tax Road	8,335	1 pm C	Baird	McCall Parkhurst	22-46	---	---	---	---	---	---	8-Apr
Texas City ISD	TX	Unltd Tax	*4,695	11 am C	SAMCO Cap Mkts	Norton Rose	22-30	PSF	---	AAA	---	---	BQ	8-Apr
Blackhawk Tech Coll Dt	WI	GO Sch Bldg	7,500	9:30 am C	Baird	Quarles & Brady	34-41	---	Aa2	---	---	---	---	29-Mar
D C Everest Area SD	WI	GO Ref	*5,410	10 am C	PMA Securities	Quarles & Brady	22-25	---	---	AA	---	---	BQ	6-Apr
Menomonee Falls Vlg	WI	GO Prom	*3,180	10 am C	Ehlers	Quarles & Brady	22-31	---	---	---	---	---	BQ	16-Apr
Menomonee Falls Vlg	WI	GO Corp Purp	*3,590	10 am C	Ehlers	Quarles & Brady	22-41	---	---	---	---	---	BQ	16-Apr

Thursday, April 22

Issuer	St	Description	Amount ($000s)	Time of Sale	Financial Adviser	Legal Opinion	Maturing	Insurer	Mdy's	S&P	Fitch	KBRA	Bank-Qual.	Latest Details
Magazine SD #15	AR	Ref	*780	11 am C	First Sec Beardsley	Friday Eldredge	22-33	---	---	---	---	---	BQ	15-Apr
Los Angeles USD	CA	GO	*200,910	8 am P	Public Resources	Hawkins Delafield	21-32	---	Aa3	---	AA+	AAA	---	9-Apr
Larchwood	IA	GO Cap Loan	*1,175	11 am C	Speer Financial	Ahlers & Cooney	22-33	---	---	---	---	---	BQ	14-Apr
Cary Pk Dt	IL	GO Park	*8,695	10:15 am C	Speer Financial	Chapman and Cutler	21-40	---	---	---	---	---	BQ	13-Apr
Kechi	KS	GO	*1,125	10 am C	Piper Sandler	Triplett Woolf	22-36	---	---	---	---	---	BQ	Today
Kechi	KS	GO Temp	*1,410	10 am C	Piper Sandler	Triplett Woolf	23	---	---	---	---	---	BQ	Today
Minneola	KS	GO	*425	11 am C	Ranson Fin Group	Gilmore & Bell	22-41	---	---	---	---	---	BQ	14-Apr
Rowley (Town)	MA	GO Muni Purp Loan	*3,295	11 am E	Hilltop Securities	Locke Lord	22-41	---	---	AA+	---	---	BQ	19-Apr
Zumbrota	MN	GO Street	*3,120	10 am C	Ehlers	Taft Stettinius	23-42	---	---	---	---	---	BQ	5-Apr
New Jersey	NJ	GO Var Purp	*400,000	11 am E	Acacia Fin Group	Eckert Seamans	22-41	---	A3	BBB+	A-	A	---	15-Apr
Central Square Vlg	NY	Pub Imp	*950	11:30 am E	Municipal Solutions	Barclay Damon	22-41	---	---	---	---	---	BQ	1-Apr
Lloyd Harbor Vlg	NY	Pub Imp	*955	11 am E	Munistat Services	Hawkins Delafield	22-31	---	---	---	---	---	BQ	16-Apr
Massapequa Fire Dt	NY	Fire District	*9,500	11 am E	Munistat Services	Hawkins Delafield	22-36	---	---	---	---	---	BQ	12-Apr
Orchard Pk Ctrl SD	NY	Sch Dist	*10,700	11 am E	Capital Markets Adv	Hodgson Russ	22-36	---	---	---	---	---	---	15-Apr
Powell	OH	Var Purp (Tax)	*9,115	11 am E	Hilltop Securities	Dinsmore & Shohl	21-29	---	---	---	---	---	---	Today
Canadian Co ISD #76	OK	Bldg	2,500	11:45 am C	Stephen H. McDonald	State Atty General	23-24	---	---	---	---	---	BQ	23-Mar
Pittsburg Co ISD #80	OK	Bldg (Tax)	2,925	12:45 pm C	Stephen H. McDonald	State Atty General	23-24	---	---	---	---	---	---	23-Mar
Rogers Co ISD #6	OK	Bldg	1,300	12 pm C	Stephen L. Smith	Phillips Murrah	23-26	---	---	---	---	---	BQ	12-Apr
Ringgold SD	PA	GO	*9,745	12:15 pm E	PFM Fin Advisors	Dinsmore & Shohl	22-40	---	---	---	---	---	BQ	19-Apr
Bridgeport	TX	GO Ref	*1,620	11 am C	PFM Fin Advisors	Norton Rose	22-31	---	---	A+	---	---	BQ	19-Apr
Bridgeport	TX	GO Ref (Tax)	*4,310	11:30 am C	PFM Fin Advisors	Norton Rose	22-33	---	---	A+	---	---	---	19-Apr
Fort Bend Co MUD #163	TX	Unltd Tax Road	1,030	10 am C	Baird	Allen Boone	22-46	---	---	---	---	---	BQ	8-Apr
Round Rock	TX	Limited Tax Notes	*3,000	10:30 am C	Specialized Pub Fin	McCall Parkhurst	22-26	---	---	---	---	---	---	14-Apr
Round Rock	TX	Certs of Oblig	*15,000	10 am C	Specialized Pub Fin	McCall Parkhurst	23-46	---	---	---	---	---	---	14-Apr
Round Rock	TX	Certs of Oblig	*15,000	9:30 am C	Specialized Pub Fin	McCall Parkhurst	23-46	---	---	---	---	---	---	14-Apr
Round Rock	TX	Certs of Oblig	*30,000	9 am C	Specialized Pub Fin	McCall Parkhurst	23-46	---	---	---	---	---	---	14-Apr
Mayville	WI	GO Corp Purp	*3,530	10 am C	Ehlers	Quarles & Brady	22-41	---	---	---	---	---	BQ	16-Apr
Racine County	WI	GO Cap Imp (Tax)	*4,845	10 am C	PFM Fin Advisors	Quarles & Brady	24-36	---	---	AA	---	---	---	15-Apr
Racine County	WI	GO Corp Purp	*5,250	10 am C	PFM Fin Advisors	Quarles & Brady	24-36	---	---	AA	---	---	---	15-Apr

Friday, April 23

Issuer	St	Description	Amount ($000s)	Time of Sale	Financial Adviser	Legal Opinion	Maturing	Insurer	Mdy's	S&P	Fitch	KBRA	Bank-Qual.	Latest Details
Jefferson Co ISD #14	OK	Bldg	920	12:45 pm C	Stephen H. McDonald	State Atty General	23-31	---	---	---	---	---	BQ	14-Apr
Kay Co ISD #45	OK	Bldg	780	11:45 am C	Stephen H. McDonald	State Atty General	23	---	---	---	---	---	BQ	12-Apr

Competitive Note Offerings

Compiled by IHS Markit

Tentative dates for negotiated sales of $1 million or more. **SHADED LISTINGS ARE NEW.**

Issuer	St	Description	Amount ($000s)	Time of Sale	Financial Adviser	Legal Opinion	Maturing	Insurer	Mdy's	S&P	Fitch	KBRA	Bank-Qual.	Latest Details
Tuesday, April 20														
Salisbury (Town)	MA	GO Bond Antic	487	11 am E	Hilltop Securities	Locke Lord	21	---	---	---	---	---	BQ	16-Apr
Greenwich Twp	NJ	Bond Antic	3,897	11 am E	Municipal Official	Parker McCay	22	---	---	---	---	---	BQ	15-Apr
Millville	NJ	Note	10,513	11 am E	Phoenix Advisors	Fleishman Daniels	22	---	---	---	---	---	---	13-Apr
Mountainside Borough	NJ	GO Bond Antic	5,854	11 am E	Municipal Official	Rogut McCarthy	22	---	---	---	---	---	BQ	13-Apr
North Bergen Twp	NJ	Bond Antic	*36,483	11:30 am E	NW Financial Group	McManimon Scotland	22	---	---	---	---	---	---	14-Apr
Pine Beach Borough	NJ	Wtr Util	880	11:30 am E	Municipal Official	McManimon Scotland	21	---	---	---	---	---	BQ	14-Apr
Westchester County	NY	Bond Antic (Tax)	2,939	11:30 am E	Capital Markets Adv	Hawkins Delafield	21	---	---	---	---	---	---	8-Apr
Westchester County	NY	Bond Antic	3,317	11:15 am E	Capital Markets Adv	Hawkins Delafield	21	---	---	---	---	---	---	8-Apr
Westchester County	NY	Bond Antic	30,913	11 am E	Capital Markets Adv	Hawkins Delafield	21	---	---	---	---	---	---	8-Apr
Wednesday, April 21														
Harvard (Town)	MA	GO Bond Antic	495	11 am E	Hilltop Securities	---	22	---	---	---	---	---	BQ	9-Apr
Peabody	MA	GO Bond Antic	1,000	11 am E	Hilltop Securities	Locke Lord	21	---	---	---	---	---	---	16-Apr
Mine Hill Twp	NJ	GO Swr	1,862	11 am E	Municipal Official	Rogut McCarthy	22	---	---	---	---	---	BQ	14-Apr
Paramus Borough	NJ	GO Tax Antic	20,000	11 am E	Municipal Official	Rogut McCarthy	22	---	---	---	---	---	---	15-Apr
Park Ridge Borough	NJ	GO Bond Antic	4,057	11 am E	Municipal Official	Rogut McCarthy	22	---	---	---	---	---	BQ	15-Apr
Readington Twp	NJ	Bond Antic	14,350	11:30 am E	Phoenix Advisors	McManimon Scotland	22	---	---	---	---	---	---	16-Apr
Roseland Borough	NJ	Bond Antic	6,599	11:30 am E	Municipal Official	McManimon Scotland	22	---	---	---	---	---	BQ	19-Apr
Canastota Ctrl SD	NY	Bond Antic	1,700	11 am E	Fiscal Adv & Mkt	Trespasz & Marquardt	21	---	---	---	---	---	---	8-Apr
Nyack Vlg	NY	Bond Antic	2,000	11 am E	Munistat Services	Hawkins Delafield	22	---	---	---	---	---	BQ	15-Apr
Schenectady	NY	Bond Antic	7,448	11 am E	Fiscal Adv & Mkt	Barclay Damon	22	---	---	---	---	---	---	19-Feb
Thursday, April 22														
Rowley (Town)	MA	GO Bond Antic	1,669	11 am E	Hilltop Securities	Locke Lord	21	---	---	---	---	---	BQ	19-Apr
Raritan Twp	NJ	Bond Antic	1,025	11:30 am E	Municipal Official	McManimon Scotland	21	---	---	---	---	---	BQ	14-Apr
Westville Borough	NJ	Bond Antic	5,090	11 am E	Municipal Official	Parker McCay	22	---	---	---	---	---	BQ	19-Apr
Keene Ctrl SD	NY	GO Bond Antic	5,860	11 am E	Fiscal Adv & Mkt	Bond Schoeneck	21	---	---	---	---	---	BQ	30-Mar
New Paltz Vlg	NY	Bond Antic	400	11 am E	Munistat Services	Squire Patton	21	---	---	---	---	---	BQ	16-Apr
Windsor Ctrl SD	NY	Bond Antic	1,162	10:30 am E	Fiscal Adv & Mkt	Orrick Herrington	22	---	---	---	---	---	BQ	12-Apr
S Carolina Assoc of Govt Org	SC	Certs of Part	*64,376	11 am E	Compass Muni Adv	Burr & Forman	22	---	MIG1	---	---	---	---	19-Apr
Monday, April 26														
Charleston Co SD	SC	GO Bond Antic (Tax)	*1,295	11 am E	---	Haynsworth Sinkler	21	---	---	---	---	---	---	Today
Tuesday, April 27														
Arcade Vlg	NY	Bond Antic	2,166	11 am E	Municipal Solutions	---	22	---	---	---	---	---	---	6-Apr
Delaware County	NY	Bond Antic	---	10:30 am E	Fiscal Adv & Mkt	---	---	---	---	---	---	---	---	6-Apr
Vestal (Town)	NY	GO Bond Antic	850	11 am E	Fiscal Adv & Mkt	Orrick Herrington	22	---	---	---	---	---	---	Today
Vestal (Town)	NY	GO Bond Antic	8,430	11 am E	Fiscal Adv & Mkt	Orrick Herrington	22	---	---	---	---	---	BQ	30-Mar
Vestal Fire Dt	NY	GO Bond Antic	*1,327	11 am E	Fiscal Adv & Mkt	Orrick Herrington	22	---	---	---	---	---	BQ	30-Mar
Wednesday, April 28														
Elbridge (Town)	NY	Bond Antic	530	11 am E	Fiscal Adv & Mkt	---	---	---	---	---	---	---	BQ	9-Apr
Elbridge Vlg	NY	Bond Antic	345	10:30 am E	Fiscal Adv & Mkt	---	---	---	---	---	---	---	BQ	9-Apr
Jordan Vlg	NY	Bond Antic	375	11:15 am E	Fiscal Adv & Mkt	---	---	---	---	---	---	---	BQ	9-Apr
LaGrange (Town)	NY	Bond Antic	11,737	11 am E	Fiscal Adv & Mkt	---	---	---	---	---	---	---	---	19-Mar
Portland (Town)	NY	Bond Antic	395	11 am E	Municipal Solutions	---	22	---	---	---	---	---	---	6-Apr
Charleston Co SD	SC	GO Bond Antic	*15,025	11 am E	---	Haynsworth Sinkler	22	---	---	---	---	---	---	Today
Charleston Co SD	SC	GO Bond Antic	*66,175	11 am E	---	Haynsworth Sinkler	21	---	---	---	---	---	---	Today
Charleston Co SD	SC	GO Bond Antic	*140,095	11 am E	---	Haynsworth Sinkler	22	---	---	---	---	---	---	Today
Thursday, April 29														
Attica Vlg	NY	Bond Antic	619	11 am E	Bernard P. Donegan	Timothy R. McGill	22	---	---	---	---	---	BQ	19-Apr
Geneva	NY	Bond Antic	10,141	11 am E	Municipal Solutions	Hancock Estabrook	22	---	---	---	---	---	---	1-Apr
Leroy Ctrl SD	NY	Bond Antic	588	11 am E	Fiscal Adv & Mkt	---	---	---	---	---	---	---	BQ	19-Mar
Stuyvesant Fire Dt	NY	Bond Antic	990	11 am E	---	---	---	---	---	---	---	---	BQ	Today

Negotiated Bond Offerings

Compiled by IHS Markit

Tentative dates for negotiated sales of $1 million or more. A "+" under Insurer signifies that insurance is available. **SHADED LISTINGS ARE NEW.**

Issuer	St	Description	Amount ($000s)	Lead Manager	Financial Adviser	Insurer	Mdy's	S&P	Fitch	KBRA	First Appeared
Week Of April 19											
Adamsville	AL	Warrants	7,570	Raymond James	---	AGM	---	---	---	---	15-Apr
SE Energy Auth	AL	Rev	428,500	Goldman Sachs	Municipal Cap Mgmt	---	---	---	---	---	19-Apr
Arizona BOR	AZ	Rev & Ref	185,955	JPMorgan	RBC Capital Mkts	---	---	---	---	---	14-Apr
Chandler USD #80	AZ	Sch Imp	59,565	Stifel Nicolaus	---	---	---	---	---	---	19-Apr
Pima County	AZ	Rev (Tax)	300,000	JPMorgan	RBC Capital Mkts	---	---	---	---	---	15-Apr
Byron Union SD	CA	GO Ref (Tax)	12,545	Raymond James	---	---	---	---	---	---	15-Apr
California	CA	GO Var Purp Ref (Fwrd)	1,094,020	Goldman Sachs	Public Resources	---	---	---	---	---	16-Apr
California Hlth Facs Fin	CA	Rev	157,240	Goldman Sachs	Ponder	---	---	---	---	---	16-Apr
California Statewide Comm	CA	Rev	38,085	RBC Capital Mkts	---	---	---	---	---	---	9-Apr
Corona-Norco USD	CA	Special Tax Ref (Tax)	34,085	Stifel Nicolaus	---	---	---	---	---	---	16-Apr
Corona-Norco USD Pub Fin	CA	Special Tax Ref (Tax)	35,215	Stifel Nicolaus	---	---	---	---	---	---	16-Apr
Lake Elsinore	CA	Special Tax	6,605	Stifel Nicolaus	Urban Futures	---	---	---	---	---	16-Apr
Ohlone Comm Coll	CA	GO Ref	70,110	Piper Sandler	---	---	---	---	---	---	16-Apr
Placentia-Yorba Linda USD	CA	Ref Certs of Part	23,040	Piper Sandler	---	AGM	---	---	---	---	16-Apr
Roseville	CA	Special Tax	8,125	Piper Sandler	---	---	---	---	---	---	15-Apr
San Benito HSD	CA	GO Ref (Tax)	15,570	Stifel Nicolaus	---	---	---	---	---	---	16-Apr
Cielo Metro Dt	CO	Ltd Tax GO	17,942	D.A. Davidson	North Slope Cap Adv	---	---	---	---	---	16-Apr
Colorado Hsg & Fin Auth	CO	Singlefam Mtg Rev (AMT)	3,790	RBC Capital Mkts	CSG Advisors	---	---	---	---	---	15-Apr
Colorado Hsg & Fin Auth	CO	Singlefam Mtg Rev	27,210	RBC Capital Mkts	CSG Advisors	---	---	---	---	---	15-Apr
Colorado Hsg & Fin Auth	CO	Singlefam Mtg Rev (Tax)	54,000	RBC Capital Mkts	CSG Advisors	---	---	---	---	---	16-Apr
Connecticut	CT	Special Tax	12,000	Goldman Sachs	Estrada Hinojosa	---	---	---	---	---	16-Apr
Connecticut	CT	Special Tax	875,000	Goldman Sachs	Estrada Hinojosa	---	---	---	---	---	16-Apr
Connecticut	CT	Special Tax	145,000	Goldman Sachs	Estrada Hinojosa	---	---	---	---	---	16-Apr
Connecticut Green Bank	CT	Renewable Resource (Tax)	23,750	Stifel Nicolaus	Lamont Financial	---	---	---	---	---	16-Apr
Connecticut Hsg Fin Auth	CT	Mtg	15,045	RBC Capital Mkts	Lamont Financial	---	---	---	---	---	16-Apr
Connecticut Hsg Fin Auth	CT	Mtg	17,290	RBC Capital Mkts	Lamont Financial	---	---	---	---	---	16-Apr
Connecticut Hsg Fin Auth	CT	Mtg	45,880	RBC Capital Mkts	Lamont Financial	---	---	---	---	---	16-Apr
Connecticut Hsg Fin Auth	CT	Mtg	72,110	RBC Capital Mkts	Lamont Financial	---	---	---	---	---	16-Apr
Connecticut Hsg Fin Auth	CT	Mtg (Tax)	47,455	RBC Capital Mkts	Lamont Financial	---	---	---	---	---	16-Apr
East Hartford Hsg Auth	CT	Multifam Hsg	9,500	D.A. Davidson	---	---	---	---	---	---	19-Feb
Georgetown (Town)	DE	GO	3,130	Stifel Nicolaus	---	BAM	---	---	---	---	16-Apr
Orange Co Sch Bd	FL	Certs of Part	108,190	JPMorgan	---	---	---	---	---	---	16-Apr
Illinois Fin Auth	IL	Rev	501,980	Barclays Capital	Ponder	---	---	---	---	---	16-Apr
Plano CUSD #88	IL	GO Sch Ref (Tax)	14,185	Piper Sandler	---	AGM	---	---	---	---	16-Apr
Plano CUSD #88	IL	GO Sch Ref	9,355	Mesirow Financial	---	AGM	---	---	---	---	16-Apr
Stark Co CUSD #100	IL	GO Sch	14,415	Bernardi Securities	---	BAM	---	---	---	---	19-Apr
Clark Pleasant Sch Bldg	IN	First Mtg	8,010	Stifel Nicolaus	---	---	---	---	---	---	16-Apr
Griffith Pub Sch Imp Bldg Corp	IN	First Mtg	11,530	Raymond James	---	---	---	---	---	---	15-Apr
Indiana Fin Auth	IN	Hosp Rev	24,835	Piper Sandler	---	---	---	---	---	---	16-Apr
Milan 21st Century Sch Bldg Corp	IN	Bond	8,400	Raymond James	---	---	---	---	---	---	15-Apr
Nineveh-Hensley Sch Bldg	IN	First Mtg	29,350	Stifel Nicolaus	---	---	---	---	---	---	16-Apr
Richland-Bean Blossom 2000 Sch	IN	First Mtg	8,000	Stifel Nicolaus	---	---	---	---	---	---	16-Apr
Wamego	KS	GO Ref (Tax)	2,925	Raymond James	---	---	---	---	---	---	25-Mar
Wamego	KS	GO	8,450	Raymond James	---	---	---	---	---	---	25-Mar
Livingston Par Swr Dt	LA	Rev Ref (Tax)	12,875	Crews & Associates	---	BAM	---	---	---	---	Today
Maine Muni Bond Bk	ME	Bond	74,225	BofA Securities	Hilltop Securities	---	---	---	---	---	13-Apr
Dearborn SD	MI	GO Ref (Tax)	40,080	Stifel Nicolaus	PFM Fin Advisors	---	---	---	---	---	16-Apr
Gull Lake Comm Schs	MI	Sch Bldg & Site	9,720	Stifel Nicolaus	PFM Fin Advisors	---	---	---	---	---	16-Apr
Macomb Twp	MI	GO Ref	6,590	Huntington Secs	---	---	---	---	---	---	16-Apr
Michigan Math & Sc Academy	MI	Sch Rev	10,980	Truist Secs, Inc.	---	---	---	---	---	---	16-Apr

For complete listings go to www.bondbuyer.com

Negotiated Note Offerings

Compiled by IHS Markit

Tentative dates for negotiated sales of $1 million or more. A "+" under Insurer signifies that insurance is available. **SHADED LISTINGS ARE NEW.**

Issuer	St	Description	Amount ($000s)	Lead Manager	Financial Adviser	Insurer	Mdy's	S&P	Fitch	KBRA	First Appeared
Week Of April 19											
Brownsburg 1999 Sch Bldg	IN	Bond Antic	16,110	Stifel Nicolaus	---	---	---	---	---	---	16-Apr

Market Indicators

Dollar amounts are in millions

Daily	Yesterday	Day's Change	2021 High	Date	2021 Low	Date
Municipal Bond Index	137.10	unch	138.15	(2/10)	135.00	(2/25)
40 Average Dollar Price	110.63	unch	111.49	(2/11)	108.73	(2/25)
Average Yield to Par Call	2.01	unch	2.38	(2/25)	1.89	(2/10)
Average Yield to Maturity	3.46	unch	3.56	(3/1)	3.39	(2/11)

	Current Total	Day's Change	2021 High	Date	2021 Low	Date
30-Day Visible Supply ($mills)						
Total **(Apr. 20)**	$13,196.6	+263.7	$15,308.4	(3/15)	$5,068.3	(1/4)
Competitive	4,113.4	+111.3	5,297.7	(2/5)	1,616.6	(1/4)
Negotiated	9,083.2	+152.4	11,269.8	(3/22)	2,079.0	(2/10)

The 30-Day Visible Supply reflects the total dollar volume of bonds to be offered at competitive bidding and through negotiation over the next 30 days. It includes issues scheduled for sale on the date listed along with anticipated offerings listed in that day's "Competitive Bond Offerings" and "Negotiated Bond Offerings" tables published on BondBuyer.com.

Weekly	Current 4/15/21	Previous 4/8/21	2021 High	Date	2021 Low	Date
Bond Buyer Revenue Bond Index	2.62%	2.66%	2.80%	(2/25)	2.47%	(2/11)
Bond Buyer 20-Bond Index	2.26%	2.30%	2.44%	(2/25)	2.10%	(2/11)
Bond Buyer 11-Bond Index	1.79%	1.80%	1.97%	(2/25)	1.63%	(2/11)

New-Issue Sales ($ mills)	Wk of 4/23/2021 ESTIMATE	Wk of 4/16/2021 ACTUAL	Wk of 4/9/2021 REVISED	Wk of 4/17/2020 REVISED
Long-Term Bonds	$10,194.3	$7,078.8	$10,375.2	$8,190.9
Negotiated Bonds	7,044.3	5,168.4	7,332.0	5,522.2
Competitive Bonds	3,150.0	1,896.4	2,945.6	1,177.4
Short-Term Notes	171.6	184.9	567.6	442.5

Long-Term Bond Sales	Thru 4/23/2021	Thru 4/16/2021	Thru 4/9/2021	Thru 4/17/2020
Month to Date	$28,213.6	$18,019.3	$10,940.5	$15,044.2
Year to Date	137,522.5	127,328.2	120,249.4	110,327.6

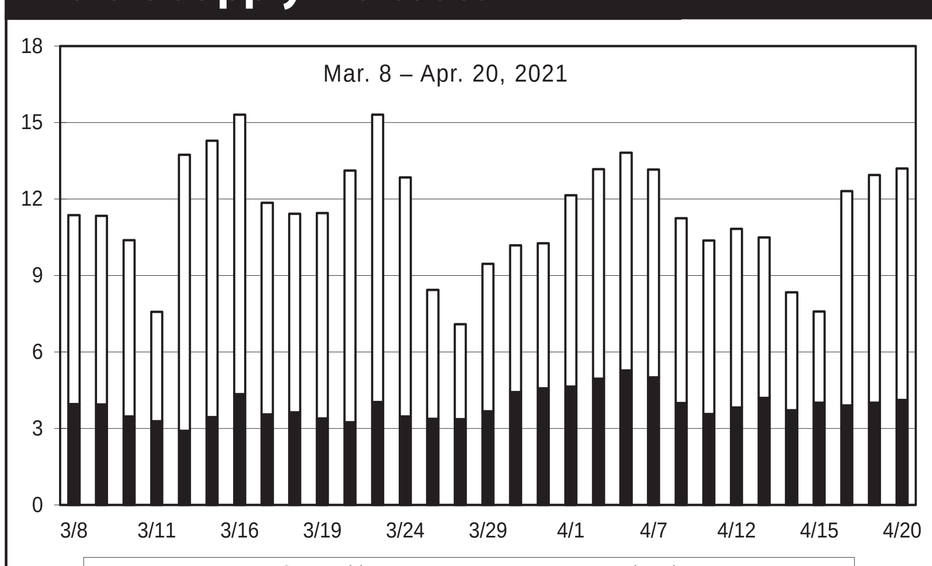
This week's volume excludes sales expected to close on Friday. Next week's estimated 844 excludes bond offerings on a "day to

Visible Supply

	Competitive ($000s)	Negotiated ($000s)	Total ($000s)		Competitive ($000s)	Negotiated ($000s)	Total ($000s)
	Weekly Averages				Monthly Averages		
04/16	3,919,032	5,989,779	9,908,811	Mar_21	3,816,495	7,370,335	11,186,830
04/09	4,549,702	7,794,937	12,344,639	Feb	3,772,075	5,659,974	9,432,049
04/01	4,322,787	6,185,936	10,508,722	Jan	3,029,369	4,512,991	7,542,360
03/26	3,493,161	7,860,312	11,353,473	Dec	1,736,966	6,215,668	7,952,635
03/19	3,666,217	9,191,670	12,857,887	Nov	1,723,998	7,564,339	9,288,338
03/12	3,504,508	7,369,454	10,873,962	Oct	5,378,836	13,046,808	18,425,644
03/05	4,360,948	6,034,385	10,395,333	Sep	4,298,532	10,376,432	14,674,964
02/26	3,550,483	6,376,585	9,927,068	Aug	3,028,801	11,643,281	14,672,083
02/19	3,167,021	6,098,029	9,265,050	Jul	3,105,291	10,327,625	13,432,916
02/12	4,149,078	4,606,420	8,755,497	Jun	2,743,299	10,739,739	13,483,038
02/05	4,100,706	5,646,475	9,747,181	May	2,573,712	8,924,640	11,498,352
01/29	3,519,247	4,805,468	8,324,715	Apr	1,896,160	11,831,347	13,727,507
01/22	3,270,878	5,788,936	9,059,814	Mar	2,330,672	11,328,615	13,659,287

The 30-day visible supply is compiled daily from The Bond Buyer's Competitive and Negotiated Bond and Note Offerings calendars. It reflects the dollar volume of bonds expected to reach the market in the next 30 days. Issues maturing in 13 months or more are included. The 30-day visible supply of competitive bonds has been reported since 1927, while the negotiated supply has been reported since 1971.

Visible Supply Increases



Short-Term Tax-Exempt Yields

	Apr. 19, 2021	Apr. 16, 2021	Apr. 20, 2020
Selected MIG-1/SP-1 Notes			
Los Angeles, Calif., 4.00s (Jun. 24)	0.06	0.05	0.00
Metropolitan Transn Auth N Y R, N.Y. 5.00s (Sep. 1)	0.32	0.32	0.79
Texas St, Tex., 4.00s (Aug. 26)	0.06	0.06	0.76
Municipal Market Data			
One-Month Note (MIG-1)	0.06	0.06	0.82
Two-Month	0.07	0.07	0.83
Three-Month	0.08	0.08	0.84
Four-Month	0.09	0.09	0.85
Five-Month	0.10	0.10	0.86
Six-Month	0.11	0.11	0.88
Nine-Month	0.13	0.13	0.94
One-Year	0.16	0.16	0.97
Variable-Rate Demand (Non-AMT/AMT)			
Daily General Market	0.05/0.08	0.05/0.08	0.08/0.14
	Apr. 15, 2021	**Apr. 8, 2021**	**Apr. 16, 2020**
Seven-Day General Markets	0.14/0.21	0.14/0.20	0.52/0.56
	Apr. 14, 2021	**Apr. 7, 2021**	**Apr. 15, 2020**
Municipal Market Data			
The SIFMA™ Municipal Swap Index	0.06	0.06	0.36

Municipal Market Data General Obligation Yields

	Aaa	Aa	Insured	A	Baa
2022	0.05	0.07	0.12	0.13	0.38
2023	0.07	0.09	0.17	0.19	0.49
2026	0.36	0.41	0.53	0.61	0.91
2031	0.93	1.06	1.16	1.23	1.64
2036	1.16	1.31	1.39	1.51	1.87
2041	1.36	1.52	1.60	1.71	2.07
2046	1.50	1.66	1.74	1.85	2.21
2051	1.55	1.71	1.79	1.90	2.26

Figures are as of 3 pm Eastern time Apr. 19, 2021. Yields represent the fair market offer side for most liquid and available credits in each ratings category as determined by MMD. "Insured" primarily represents bonds with the strongest available enhancement available, assuming a "A" rated underlying. The above data, provided by Thomson Reuters Municipal Market Data (clientservice@tm3.com), is the copyright property of Thomson Reuters and distribution is strictly prohibited. Visit www.tm3.com.

U.S. Securities Prices

Prices as of 3.30pm ET. Source: Thomson Reuters

Treasury Bills

(in percent of discount)	Yesterday's Bid/Offer	Prev. Day's Bid/Offer	Yesterday's Bid Yield
1M — 05/18/2021	0.040/35	0.010/5	0.041
3M — 07/15/2021	0.020/15	0.015/10	0.020
6M — 10/14/2021	0.040/35	0.040/35	0.041

Treasury Notes and Bonds

(in points and 32ds)	Yesterday's Bid/Offer	Prev. Day's Bid/Offer	Yesterday's Bid Yield
2Y — 0.13% due 3/2023	99.290/302	99.287/301	0.173
5Y — 0.75% due 3/2026	99.186/202	99.196/212	0.836
10Y — 0.88% due 2/2031	95.21+/23+	95.286/306	1.603
30Y — 1.13% due 2/2051	90.312/012	91.200/220	2.295

Plus signs indicate an additional one–64th. If no bid is available, the yield shown represents the yield at the last trade.–

Barclays Capital Long Treasury Bond Index

	Index Value			Yield Index			Total
	Yesterday	Prev. Day	Change	Yesterday	Prev. Day	Change	Return
Close	4284.43	4312.90	–28.48	2.20	2.16	+0.04	4184.43

The Barclays Long Treasury Bond Index measures the performance of fixed–rate, nominal US Treasuries with at least 10 years to maturity (Jan. 1 1973 = 100).

State and Local Government Series Rates

	Tuesday Apr. 13	Wednesday Apr. 14	Thursday Apr. 15	Friday Apr. 16	Monday Apr. 19
Overnight*	0.01	0.01	0.01	0.01	0.01
Three Months	0.01	0.01	0.01	0.01	0.01
Six Months	0.04	0.03	0.04	0.03	0.03
Nine Months	0.05	0.04	0.05	0.04	0.04
One Year	0.05	0.05	0.05	0.05	0.06
Two Years	0.17	0.15	0.15	0.15	0.15
Three Years	0.35	0.34	0.33	0.33	0.34
Four Years	0.61	0.60	0.58	0.58	0.59
Five Years	0.88	0.85	0.83	0.82	0.84
Six Years	1.12	1.09	1.07	1.05	1.07
Seven Years	1.33	1.30	1.27	1.25	1.27
Eight Years	1.48	1.45	1.42	1.40	1.41
Nine Years	1.59	1.56	1.52	1.50	1.51
10 Years	1.67	1.63	1.60	1.58	1.59
15 Years	2.02	1.99	1.96	1.94	1.95
20 Years	2.22	2.20	2.17	2.16	2.16
25 Years	2.30	2.27	2.23	2.23	2.24
30 Years	2.33	2.30	2.26	2.26	2.27

Source: U.S. Department of the Treasury, Bureau of the Public Debts
*Overnight rate represents an annualized effective rate.

MARKET STATISTICS

For additional market data, please visit bondbuyer.com/marketstatistics.

Reoffering Yields

NRO – Not Reoffered; S.B. – Sealed Bid; SNA – Sold, Not Available

Offer Date	Amount ($Mil)	RECENT OFFERINGS	1 Year	5	10	15	20	25	30
4/19	43.4	Trempealeau County, Wis., **(AA–)**	0.08	0.53	1.25	1.86	2.08	…	…
4/19	29.0	Sherman, Tex., **(AA)**	0.12	0.51	1.18	1.83	2.05	…	2.32
4/19	5.3	West Bend, Wis., **(AA)**	0.18	0.57	1.25	1.60	…	…	…
4/19	9.5	Elmhurst, Ill., **(AAA)**	0.20	0.60	1.20	1.55	1.80	…	…

Date	($Mil)	RECENT OFFERINGS	1 Year	5	10	15	20	25	30
		Aaa – AAA							
4/14	39.0	Watertown (Town), Mass.,	0.07	0.44	1.06	1.72	1.89	…	…
4/13	45.8	New Trier Twp HSD #203, Ill.,	0.11	0.60	1.22	1.77	2.01	…	…
4/8	8.6	Foxborough (Town), Mass.,	0.14	0.50	1.20	1.50	1.80	…	…
4/7	13.0	Forsyth County, N.C.,	0.09	0.49	1.10	1.73	1.95	…	…
4/6	140.5	Elk Grove Unified School District, Calif.,	0.09	…	1.21	1.95	2.18	…	…
4/6	115.9	Forsyth County, N.C.,	…	0.52	1.12	1.81	1.97	…	…
3/31	14.0	Cheshire (Town), Conn.,	0.10	0.53	1.10	1.70	…	…	…
3/30	116.6	Oklahoma City, Okla.,	…	0.59	1.30	1.67	1.88	…	…
3/30	24.0	Needham (Town), Mass.,	0.10	0.49	1.20	1.80	…	…	…
3/25	73.6	Provo CSD BOE, Utah.,	0.13	0.53	1.19	1.85	1.94	…	…
3/24	24.6	Saint Paul, Minn.,	0.12	0.53	1.19	1.76	1.96	…	…
3/23	179.2	New Jersey Educ Facs Auth, N.J.,	0.06	0.49	1.10	1.74	2.00	…	…
		Aa1/Aa2/Aa3 – AA+/AA/AA–							
4/15	18.0	Groton (Town), Conn.,	0.10	0.45	1.20	1.75	1.90	…	…
4/15	15.3	Fort Wayne-Allen Cty Air Auth, Ind.,	0.28	0.78	1.46	2.20	…	…	…
4/14	31.1	Univ of Iowa Facilities Corp, Iowa.,	0.10	0.55	1.20	1.90	…	…	…
4/14	8.1	Bellevue Vlg, Wis.,	0.18	0.60	1.30	…	1.90	…	…
4/14	9.5	Cocke County, Tenn.,	0.22	0.65	1.25	1.75	…	…	…
4/13	63.7	Kansas Dev Fin Auth, Kan	0.08	0.56	1.20	1.89	…	…	…
4/13	69.3	Palm Beach County, Fla.,	0.26	1.07	1.92	2.37	2.65	…	…
4/13	23.9	Queen Anne's County, Md.,	0.10	0.50	1.14	1.68	1.95	…	…
4/12	8.4	Hawkins County, Tenn.,	0.17	0.60	1.10	1.45	…	…	…
4/12	7.6	Salina, Kan.,	0.20	0.60	1.35	1.70	2.03	…	…
4/12	5.7	Greenville Vlg, Wis.,	0.25	0.60	1.15	1.55	…	…	…
4/9	7.0	Fountain Vly SD, Calif.,	0.20	0.64	1.40	1.70	…	2.20	…
		A1/A2/A3 – A+/A/A–							
4/15	2.0	Shandon Jt USD, Calif.,	0.22	0.62	1.24	…	2.35	…	…
3/31	9.5	Bolivar Energy Auth, Tenn.,	0.30	0.75	1.33	1.65	2.00	…	…
3/10	24.0	College of Charleston, S.C.,	0.18	0.59	1.28	1.95	…	…	…
3/9	13.0	Attica Ctrl SD, N.Y.,	0.19	0.77	1.47	1.88	…	…	…
3/3	45.0	Lafourche Par Cons SD #1, La.,	0.38	0.90	1.60	2.20	2.66	…	…
2/24	3.0	Maryville, Mo.,	0.50	0.95	1.20	1.55	…	…	…
2/18	5.6	Hillsboro, Tex.,	…	0.45	1.00	1.40	1.65	1.85	…
1/27	4.3	Sumner Co USD #356, Kan.,	0.20	0.40	0.90	1.25	…	…	…
1/14	4.2	East Central Spec Util Dt, Tex.,	0.20	0.50	1.10	1.45	1.70	…	…
12/17	7.0	Atchison, Kan.,	0.16	0.30	0.70	1.20	…	…	…
12/9	2.5	Napoleon, Ohio.,	0.20	0.45	1.10	…	1.70	…	…
12/8	4.1	Winfield, Kan.,	0.21	0.38	0.90	1.40	1.70	…	…

For additional market data, please visit bondbuyer.com/marketstatistics

Merrill Lynch Corporate Bond Indexes

Performance Comparisons for Apr. 12, 2021

Aaa–Baa Rated Corporates

	Index Close	Avg. Yield	Pct.of Market	Total Return% Prior Wk.	Total Return% Y-T-D
ML Corporate Master	3435.96	2.28	100.00	+0.31	–3.69
Intermediate (1-10 years)	2238.07	1.65	65.03	+0.27	–1.65
Industrials	807.43	1.66	34.03	+0.28	–1.71
Utilities	786.23	1.83	6.29	+0.28	–2.14
Finance	790.10	1.68	9.53	+0.27	–1.38
Banks	831.50	1.51	16.99	+0.25	–1.59
Canadians/Yankees	739.56	1.48	34.66	+0.21	–1.31
Long-term (10 years and over)	3629.92	3.44	34.97	+0.39	–7.23
Industrials	1398.30	3.44	21.41	+0.35	–7.09
Utilities	1378.96	3.48	7.04	+0.48	–7.23
Finance	1412.85	3.37	3.12	+0.54	–7.10
Banks	1516.81	3.34	2.87	+0.22	–8.06
Canadians/Yankees	1939.03	3.65	10.65	+0.51	–7.19

Index values reflect the compounded total return growth of each respective market, with values set at 100 at inception dates. Total return equals the sum of price change, interest income, and reinvestment income.Source: Merrill Lynch & Co.

Bond Buyer Indexes

Average Municipal Bond Yields — Compiled Weekly

		20-Bond GO Index[1]	11-Bond GO Index[1]	25-Bond Revenue[2]	10-Year Treasury[3]	30-Year Treasury[3]
APR 21	15	2.26	1.79	2.62	1.55	2.23
	8	2.30	1.83	2.66	1.63	2.32
	1	2.34	1.87	2.70	1.68	2.34
MAR 21	25	2.35	1.88	2.71	1.63	2.34
	18	2.40	1.93	2.76	1.71	2.45
	11	2.35	1.88	2.71	1.52	2.25
	4	2.44	1.97	2.80	1.55	2.30
FEB 21	25	2.44	1.97	2.80	1.55	2.34
	18	2.17	1.70	2.54	1.29	2.08
	11	2.10	1.63	2.47	1.16	1.95
	4	2.14	1.67	2.51	1.14	1.93
JAN 21	28	2.14	1.67	2.51	1.05	1.81
	21	2.21	1.74	2.58	1.09	1.83
	14	2.21	1.74	2.58	1.14	1.88
	7	2.17	1.70	2.56	1.08	1.85
DEC 20	31	2.12	1.65	2.53	0.92	1.64
	24	2.12	1.65	2.57	0.93	1.67
	17	2.12	1.65	2.57	0.94	1.68
	10	2.13	1.66	2.58	0.92	1.64
	3	2.13	1.66	2.58	0.93	1.67
NOV 20	25	2.13	1.66	2.58	0.88	1.62
	19	2.19	1.72	2.61	0.86	1.58
	12	2.28	1.81	2.70	0.88	1.65
	5	2.24	1.77	2.60	0.78	1.54
OCT 20	29	2.34	1.87	2.76	0.84	1.62
	22	2.37	1.90	2.79	0.86	1.67
	15	2.35	1.88	2.77	0.74	1.52
	8	2.35	1.88	2.77	0.77	1.57
	1	2.25	1.78	2.67	0.68	1.46
SEP 20	24	2.21	1.74	2.71	0.67	1.40

(1) General obligation bonds maturing in 20 years are used in compiling these indexes. The 20-bond index has an average rating equivalent to Moody's Aa2 and S&P's AA, while the 11-bond index is equivalent to Aa1 and AA-plus. (No average Fitch rating is provided because Fitch does not rate one of the bonds.) The 11 bonds used in the higher-grade index are marked with an asterisk.

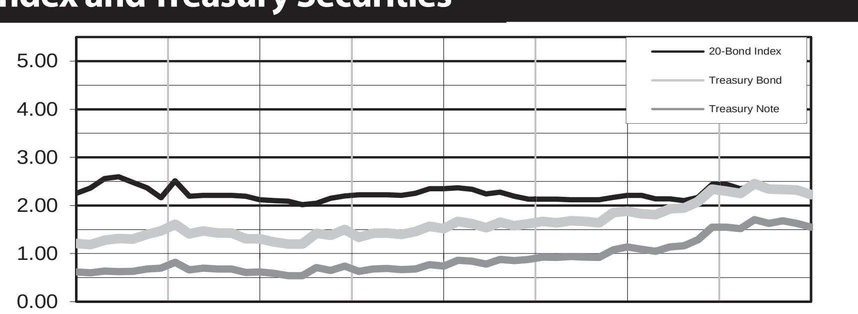
	Moody's/S&P/Fitch		Moody's/S&P/Fitch		Moody's/S&P/Fitch
Baltimore, Md.	Aa2 / AA / NR	*Massachusetts.	Aa1 / AA / AA+	Pennsylvania.	Aa3 / A+/ AA–
California	Aa2 / AA– / AA	Memphis, Tenn.	Aa2 / AA / NR	*Phoenix, Ariz	Aa1 / AA+ /AAA
*Denver, Colo.	Aaa / AAA / AAA	Miami-Dade Co., Fla.	Aa2 / AA / AA	*Seattle, Wash.	Aaa / AAA / AAA
*Florida	Aaa / AAA / AAA	Milwaukee, Wis.	A2 / A / AA–	*South Carolina	Aaa / AA+ / AAA
*Georgia	Aaa / AAA / AAA	New York City	Aa2 / AA / AA–	*Texas	Aaa / AAA / AAA
Houston, Tex.	Aa3 / AA / AA	*New York State	Aa2 / AA+ / AA+	*Washington	Aaa / AA+ / AA+
*Maryland	Aaa / AAA / AAA	North Carolina	Aaa / AAA / AAA		

(2) Revenue bonds maturing in 30 years are used in compiling this index. It has an average rating equivalent to Moody's A1 and S&P's A-plus. (No average Fitch rating is provided because Fitch does not rate seven of the bonds.) The bonds and their ratings are:

	Moody's	S&P	Fitch
Atlanta, Ga., airport (AMT)	Aa3	AA–	AA–
Connecticut Housing Finance Authority	Aaa	AAA	NR
Dallas-Fort Worth International Airport Board, Tex. (AMT)	A1	A+	A+
Energy Northwest (formerly WPPSS), Wash., power revenue	Aa2	AA–	AA–
Illinois Health Facilities Financing Authority (Northwestern Memorial Healthcare)	Aa2	AA+	NR
Illinois Housing Development Authority mtg. revenue bonds	Aa2	AA	NR
Intermountain Power Agency, Utah	A1	A+	AA–
JEA (formerly Jacksonville Electric Authority), Fla. electric revenue	A2	A+	AA
Kentucky Turnpike Authority	Aa3	A–	A+
Los Angeles Department of Water and Power, Calif., electric revenue	Aa2	AA	AA
Massachusetts Port Authority (AMT)	Aa2	AA–	AA
MEAG Power (formerly Municipal Electric Authority of Georgia)	A1	A	A–
Nebraska Public Power District, power supply	A1	A+	A+
New Jersey Turnpike Authority, turnpike revenue	A2	A+	A
New York State Local Government Assistance Corp., revenue	Aa1	AA+	NR
New York State Power Authority, general purpose	Aa2	AA	AA
North Carolina Municipal Power Agency No. 1, Catawba electric revenue	NR	A	A
Port Authority of New York and New Jersey, consolidated (AMT)	Aa3	A+	A+
Puerto Rico Electric Power Authority	Ca	D	D
Salt River Project Agricultural Improvement and Power District, Ariz., electric revenue	Aa1	AA+	NR
South Carolina Public Service Authority, electric revenue	A2	A	A–
Texas Municipal Power Agency	A1	A+	A+
Virginia Housing Development Authority	Aa1	AA+	NR

(3) Yield on the most current U.S. Treasury 10-year note and 30-year Treasury bond. (Source: Refinitiv)

Weekly Yields of 20-Bond GO Index and Treasury Securities



	Latest Week	Previous Week	Year Ago	12-Month High	12-Month Low
20-Bond Index	2.26	2.30	2.25	2.60	2.02
10-Year Treasury Note	1.55	1.63	0.62	1.71	0.54
30-Year Treasury Bond	2.23	2.32	1.21	2.45	1.19
Basis Pt Spread to Note	–71.30	–67.00	–163.00	–65.80	–197.30
BBI as % of Note	146.09	141.10	362.90	414.67	139.12
Basis Pt Spread to Bond	–3.40	2.00	–104.00	5.40	–128.90
BBI as % of Bond	101.53	99.14	185.95	200.00	97.80

Municipal Bond Index Update

NOTE : We have no new bond after February 26, 2021 pricings.

Due to this, the list of 40 bonds used in the Municipal Bond Index was not revised after the April 15 pricings. The list will be revised at the next regularly scheduled revision on April 30, 2021.

As a result, the coefficient remains at 1.0695, the average coupon rate at 4.06%, the average par call date is September 27, 2026 and the average maturity date is November 16, 2046.

MARKET STATISTICS

For additional market data, please visit bondbuyer.com/marketstatistics.

Municipal Bond Index

The Bond Buyer Municipal Bond Index	Current Day	Previous Day	Week Ago	Month Ago	Year Ago
	137.10	137.10	136.20	135.13	131.23

Monday, April 19, 2021	Maturity Date	Par Call Date	Dollar Price	Conversion Factor	Converted Price
1 Grand Parkway Transp Corp TX. 5.00	04/01/2053	10/01/2023	111.9600	0.9256	120.9594
2 South Carolina Pub Svce Auth. 5.50	12/01/2053	12/01/2023	112.1360	0.9628	116.4686
3 South Carolina Pub Svce Auth. 5.00	12/01/2048	12/01/2023	111.1790	0.9256	120.1156
4 California (State) GOs. 5.00	11/01/2043	11/01/2023	111.5640	0.9269	120.3625
5 Metro Transp Auth NY. 5.00	11/15/2043	11/15/2023	108.3040	0.9269	116.8454
6 Metro Transp Auth NY. 5.00	11/15/2038	11/15/2023	108.4100	0.9269	116.9598
7 California St Pub Wks. 5.00	11/01/2038	11/01/2023	111.5110	0.9269	120.3053
8 The City Of New York. 4.00	03/01/2039	03/01/2024	109.2340	0.8539	127.9236
9 Health and Educational Facilities Auth. 4.00	11/15/2045	11/15/2024	106.9200	0.8539	125.2137
10 New Jersey Transp Trust Fund Auth. 4.25	06/15/2044	06/15/2024	107.9350	0.8771	123.0589
11 County of Allen, Ohio. 4.00	11/01/2044	11/01/2024	106.9340	0.8595	124.4142
12 Miami-Dade County Edu Facs Auth. 4.00	04/01/2045	04/01/2025	108.8970	0.8595	126.6981
13 The Port Auth of N.Y. and N.J.. 4.00	10/15/2045	10/15/2025	109.5740	0.8539	128.3218
14 Indiana Finance Authority. 4.00	11/01/2051	11/01/2025	108.0160	0.8568	126.0691
15 Hospital Auth No. 2 of Douglas County. 3.00	05/15/2046	05/15/2026	103.6290	0.7809	132.7046
16 California Health Facs Fin Auth. 3.00	10/01/2041	10/01/2026	105.0970	0.7768	135.2948
17 California Health Facs Fin Auth. 3.00	10/01/2047	10/01/2026	104.1030	0.7768	134.0152
18 Michigan Finance Authority. 4.00	11/15/2046	11/15/2026	111.9680	0.8512	131.5414
19 Dormitory Auth of The State of N.Y.. 4.00	07/01/2043	01/01/2027	111.1490	0.8512	130.5792
20 Hudson Yards Infrastructure Corp. 4.00	02/15/2044	02/15/2027	112.1380	0.8568	130.8800
21 North Texas Tollway Auth. 4.00	01/01/2043	01/01/2028	113.6240	0.8512	133.4868
22 Wisconsin Hth and Edu Facs Auth. 4.00	08/15/2047	08/15/2027	114.4620	0.8568	133.5924
23 Miami-Dade County,Florida. 3.50	10/01/2047	10/01/2027	108.3620	0.8174	132.5691
24 Dormitory Auth St of The N.Y.. 4.00	07/01/2047	07/01/2027	112.3820	0.8568	131.1648
25 Dalton-Whitefield Cty Joint Dev Auth. 4.00	08/15/2048	02/15/2028	111.4140	0.8512	130.8905
26 Spartanburg Reg Hth Srvc Dt. 4.00	04/15/2043	04/15/2028	111.1360	0.8484	130.9948
27 Spartanburg Reg Hth Srvc Dt. 4.00	04/15/2048	04/15/2028	110.4180	0.8484	130.1485
28 City of South Miami Hth Facs Auth. 4.00	08/15/2047	08/15/2027	112.2860	0.8568	131.0528
29 Eco Develop Auth of the City of Norfolk. 4.00	11/01/2048	11/01/2028	113.3750	0.8484	133.6339
30 West Virginia Finance Authority. 4.00	06/01/2051	06/01/2028	110.6140	0.8539	129.5398
31 Los Angeles County Facilities Inc. 4.00	12/01/2048	12/01/2028	115.7860	0.8512	136.0268
32 County of Franklin, Ohio. 4.00	05/15/2047	05/15/2028	113.9540	0.8595	132.5817
33 N.Y. City Municipal Water Fin Auth. 4.00	06/15/2049	06/15/2028	114.8200	0.8625	133.1246
34 Dormitory Authority of the State of N.Y.. 4.00	07/01/2045	07/01/2029	116.5660	0.8484	137.3951
35 Public Finance Authority. 4.00	10/01/2049	04/01/2029	113.3860	0.8539	132.7860
36 Martin County Health Facilities Auth. 4.00	01/01/2046	01/01/2029	115.6430	0.8568	134.9708
37 N.J. Economic Development Authority. 4.00	06/15/2049	12/15/2029	112.6070	0.8539	131.8738
38 Metropolitan Pier and Exposition Auth. 4.00	06/15/2050	06/15/2020	112.2620	0.995	112.8261
39 Bucks County Industrial Dev Auth. 3.00	08/15/2053	08/15/2030	103.9520	0.7893	131.7015
40 Bucks County Industrial Dev Auth. 4.00	07/01/2051	07/01/2031	107.4500	0.8484	126.6502

Bond Buyer 40	Current Day	Previous Day	Week Ago	Month Ago	Year Ago
Average Dollar Price	**110.6289**	**110.6261**	**110.0712**	**109.0971**	**106.4341**
Yield To Par Call	**2.01**	**2.01**	**2.12**	**2.31**	**2.97**
Yield To Maturity	**3.46**	**3.46**	**3.49**	**3.54**	**3.73**

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The Municipal Bond Index presented today employs the coefficient derived from the April 15, 2021 pricing, when it was set at 1.0695. The average price represents the simple average price of the 40 bonds. The yield to par call is computed from the average price, the average coupon (4.08%), and the average first par call date (September 27, 2026). Noncallable bonds are included in the par call yield calculations, with their maturity dates serving as their par call dates in the calculations. The yield to maturity is computed from the average price, the average coupon, and the average maturity date (November 16, 2046).

Municipal Bond Prices

These 40 Bonds are evaluated and priced daily by

Standard & Poor's Securities Evaluations Inc.

All figures are rounded to the nearest eighth when reported in this table.

"Change in Bid" is rounded after calculation.

Rating		Dollar Bid	Change in Bid	Yield to Worst Case
	EDUCATION			
A3/A-/-	Dormitory Auth of The State of N.Y..4.00 07/01/2043	111.125	unch	1.93
Aa2/AA-/-	Dormitory Authority of the State of N.Y..4.00 07/01/2045	116.625	unch	1.82
A3/A-/-	Miami-Dade County Edu Facs Auth.4.00 04/01/2045	108.875	unch	1.67
Baa1/BBB+/A-	N.J. Economic Development Authority.4.00 06/15/2049	112.625	unch	2.39
Aa3/AA/-	Wisconsin Hth and Edu Facs Auth.4.00 08/15/2047	114.500	unch	1.59
	G.O. ET AL.			
A1/A/A	California (State) GOs.5.00 11/01/2043	111.625	unch	0.41
A2/A-/A-	California St Pub Wks.5.00 11/01/2038	111.500	unch	0.43
-/AA-/-	Dalton-Whitefield Cty Joint Dev Auth.4.00 08/15/2048	111.375	unch	2.20
Aa3/AA-/NR	Health and Educational Facilities Auth.4.00 11/15/2045	106.875	unch	1.99
Aa3/-/AA	Indiana Finance Authority.4.00 11/01/2051	108.000	unch	2.14
-/AA/AA-	Los Angeles County Facilities Inc.4.00 12/01/2048	115.750	unch	1.78
Aa2/AA/AA	The City Of New York.4.00 03/01/2039	109.250	unch	0.74
Aa3/AA-/AA-	The Port Auth of N.Y. and N.J..4.00 10/15/2045	109.625	unch	1.78
	HOSPITAL			
A3/A-/-	Bucks County Industrial Dev Auth.3.00 08/15/2053	104.000	unch	2.52
-/BB+/-	Bucks County Industrial Dev Auth.4.00 07/01/2051	107.500	unch	3.15
Aa3/AA-/AA-	California Health Facs Fin Auth.3.00 10/01/2041	105.125	unch	2.01
Aa3/AA-/AA-	California Health Facs Fin Auth.3.00 10/01/2047	104.125	unch	2.20
A1/AA-/-	City of South Miami Hth Facs Auth.4.00 08/15/2047	112.250	unch	1.93
A1/AA-/AA-	County of Allen, Ohio.4.00 11/01/2044	106.875	unch	1.97
Aa2/AA+/AA+	County of Franklin, Ohio.4.00 05/15/2047	114.000	unch	1.89
Aa3/AA-/AA	Dormitory Auth St of The N.Y..4.00 07/01/2047	112.375	unch	1.88
Aa2/AA/-	Eco Develop Auth of the City of Norfolk.4.00 11/01/2048	113.375	unch	2.08
NR/AA-/AA-	Hospital Auth No. 2 of Douglas County.3.00 05/15/2046	103.625	unch	2.24
Aa2/AA/-	Martin County Health Facilities Auth.4.00 01/01/2046	115.625	unch	1.82
A3/A/-	Michigan Finance Authority.4.00 11/15/2046	112.000	unch	1.74
A2/-/A+	Public Finance Authority.4.00 10/01/2049	113.375	unch	2.17
A3/A/-	Spartanburg Reg Hth Srvc Dt.4.00 04/15/2043	111.125	unch	2.27
A3/A/-	Spartanburg Reg Hth Srvc Dt.4.00 04/15/2048	110.375	unch	2.38
A2/A/-	West Virginia Finance Authority.4.00 06/01/2051	110.625	unch	2.38
	HOUSING			
Aa3/A+/A+	Hudson Yards Infrastructure Corp.4.00 02/15/2044	112.125	unch	1.80
	POWER			
A1/AA-/AA-	South Carolina Pub Svce Auth.5.50 12/01/2053	112.125	unch	0.81
A1/AA-/AA-	South Carolina Pub Svce Auth.5.00 12/01/2048	111.125	unch	0.69
	TRANSPORTATION			
NR/AA/AA-	Grand Parkway Transp Corp TX.5.00 04/01/2053	112.000	unch	0.11
A3/BBB+/A-	Metro Transp Auth NY.5.00 11/15/2043	108.250	unch	1.70
A3/BBB+/A-	Metro Transp Auth NY.5.00 11/15/2038	108.375	unch	1.66
-/BBB/BBB-	Metropolitan Pier and Exposition Auth.4.00 06/15/2050	112.250	unch	17.48
A2/A-/A-	New Jersey Transp Trust Fund Auth.4.25 06/15/2044	107.875	unch	1.67
A1/A/NR	North Texas Tollway Auth.4.00 01/01/2043	113.625	unch	1.84
	WATER			
Aa3/A+/A+	Miami-Dade County,Florida.3.38 10/01/2047	108.375	unch	2.11
Aa1/AA+/AA+	N.Y. City Municipal Water Fin Auth.4.00 06/15/2049	114.875	unch	1.79

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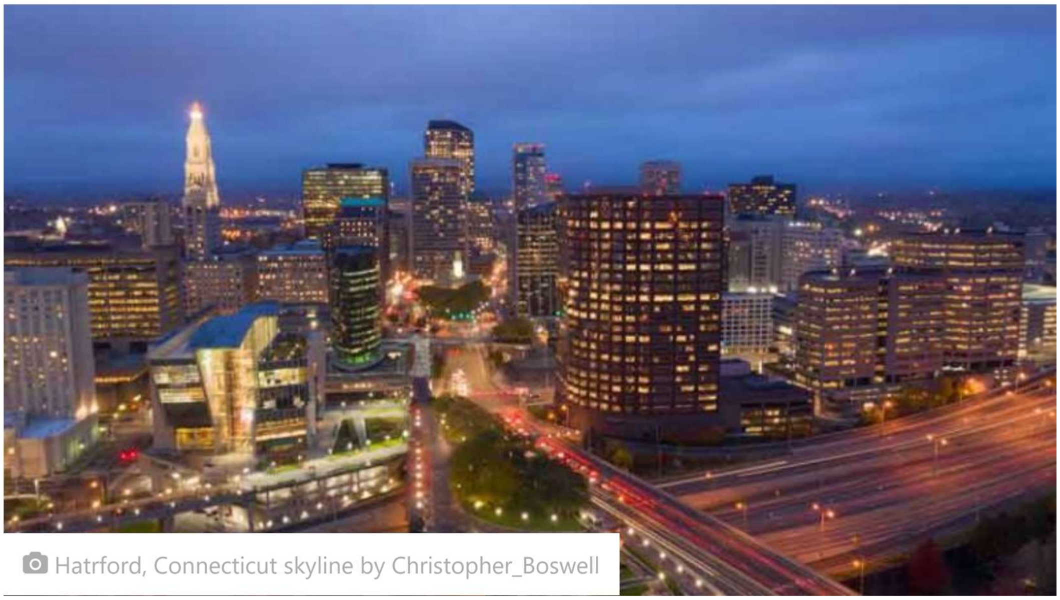
Connecticut taps K2 for HF risk mitigation strategy

Susan Barreto • April 15, 2021 2 minutes read



Hatrford, Connecticut skyline by Christopher_Boswell

Connecticut State Treasurer Shawn Wooden at yesterday's Investment Advisory Council meeting announced the decision to award the hedge fund risk mitigating strategy investment advisor mandate to fund of hedge fund firm K2 Advisors.

In the running against BlackRock Alternative Advisors and The Rock Creek Group, K2 was selected for the new strategic asset allocation that will see the firm's relationship move from a multi-manager role within the Alternative Investment Fund (AIF) to a consulting role. The new mandate for the roughly $1 billion portfolio includes conducting due diligence on prospective investment managers, including an assessment of each manager's ESG policies and practices. The firm is also charged with manager selection, portfolio construction and monitoring.

The Treasurer's office is seeking to maintain a concentrated portfolio of direct hedge fund investments, preferably via managed accounts whenever possible.

"While this decision wasn't an easy one due to highly competitive proposals, we believe K2 Advisors' strength in the hedge fund investment space and ability to provide Connecticut with a customized solution for protection against adverse market events will serve Connecticut well," said Wooden. "Their focus on continuing to incorporate Environmental, Social & Governance components into their manager selection and investment processes are consistent with our long-term investment strategy."

Currently Meketa Group has been overseeing the AIF program.

At the same meeting, Wooden announced his decision to commit $100 million to the BlackRock Global Renewable Power Fund III, a renewable power generation infrastructure fund, and a $50 million allocation to Rubicon First Ascent, a value-add real estate asset. In addition, Wooden announced commitments of $38 million to Icon Partners II and $11.5 million to Icon Partners III, which are fund extension opportunities within the $38 billion Connecticut Retirement and Plan Trust Fund's private equity allocation.

Principal Investment Officer Danita Johnson introduced two real estate fund opportunities to the Investment Advisory Council: Mesirow Financial Real Estate Value Fund IV and Penzance DC Real Estate Fund II, opportunities in which Treasurer Wooden is considering an investment of up to $100 million and $50 million, respectively. Mesirow Financial Real Estate Value Fund IV targets multifamily investment opportunities in the U.S. apartment sector with a primary emphasis on providing market competitive product for middle and upper-middle income renters, and Penzance DC Real Estate Fund II is focused on assets located in the Washington, DC Metro area that provide opportunities for capital appreciation by performing value add, operationally intensive business plans.

"A commitment to Mesirow Financial Real Estate Value Fund IV would present an opportunity for the CRPTF to expand and diversify its multifamily exposure, a defensive sector, with the potential to create a blended portfolio with a value-added risk-return profile," said Wooden. "A commitment to Penzance DC Real Estate Fund II would present an opportunity for the CRPTF to invest with an experienced local operator in a region that has been stable and continues to show strong growth."

Investment Officer Olivia Wall presented an innovative US REIT strategy implemented with BlackRock, which focuses on a passive REIT strategy with no security selection but with an active sector allocation to specific real estate segments.

"The targeted REIT strategy is cost-efficient, innovative and in-line with the CRPTF's niche strategy focus within its real estate portfolio," said Wooden. "It also represents an attractive opportunity for the CRPTF to reach our long-term strategic real estate allocation target."

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‘A new American birthright’: Baby Bonds bill sees support from Elicker, state officials

Introduced by the state treasurer, the legislation would set up $5,000 savings accounts for Connecticut children enrolled in HUSKY that unfreeze when they turn 18.

OWEN TUCKER-SMITH 12:09 AM, APR 29, 2021

A bill that would provide approximately 1,300 New Haveners born each year with a $5,000 savings account is currently awaiting a vote on the floor of the Connecticut General Assembly.

The bill would set up a Connecticut Baby Bonds Trust for Connecticut children born into families enrolled in HUSKY, the state’s Medicaid program. Under the Baby Bonds Trust, the state would set up a $5,000 savings account for each child. The account would then be controlled by the Office of the State Treasurer. When the child turns 18, the money would be unfrozen and usable for education, housing, retirement or investment purposes. According to State Treasurer Shawn Wooden, the $5,000 is anticipated to grow to $16,618 by the time each youth can collect the funds, assuming a 6.9 percent rate of return.

At a New Haven round table discussion last Friday, New Haven Mayor Justin Elicker stressed the impact that the bill would have on Elm City residents, many of whom fall under HUSKY eligibility.

“Every year, 1,300 newborns [in New Haven] are born into poverty,” Elicker said at the discussion. “So every year, you add that many more people and think about their opportunity to succeed, because at the end of 18 years, they may have the ability to make a down payment on a home or to afford to go to a university, or to afford to start a new business. That work brings about generational change.”

If the annual 1,300 HUSKY eligibility numbers stay constant, it could mean a $6.5 million annual investment for New Haven, which would be projected to turn into over $21 million over the course of 18 years.

Each member of the Appropriations Committee representing New Haven — representatives Patricia Dillon, Toni Edmonds Walker, Robyn Porter and Juan Candelaria as well as Sen. Gary Holder-Winfield — voted to approve the trust.

Wooden, who introduced the bill on the floor of the state legislature, noted in a press release that research backs up the assertion that baby bonds legislation helps to eliminate racial wealth gaps. In a press release, his office cited a 2018 Columbia University Center on Poverty and Social Policy Study conducted by Naomi Zewde.

"I find that without the Baby Bond program, median wealth among young Caucasians is

approximately sixteen times that of the young African Americans ($46,000 vs. $2,900)," the study reads. "The baby bond program raises median wealth for both groups and reduces the disparity to a factor of 1.4, where Caucasian young adults hold $79,159 and African Americans $57,845 at the median."

At the roundtable discussion, Wooden noted that to receive the funds, youth will have to complete a financial literacy training program, making the Baby Bonds initiative "holistic," as it ensures that "people have the resources and the know-how to enter a level playing field."

Wooden, who expressed enthusiasm that the bill had passed through the Appropriations Committee two days before the New Haven roundtable, said the legislation recognizes that many people cannot fend for themselves in a society defined by income inequality.

"There's a lot of talk about 'pull yourself up by your own bootstraps,'" he said. "And I recognized pretty early on that most of the people in my neighborhood didn't have bootstraps to pull on, and so part of what this is about is actually creating bootstraps [for people] to pull on for themselves."

Melissa Mason, executive director of employment agency New Haven Works said that she often comes across job seekers who are not qualified for positions because "they have not gotten that degree because they owe some [educational] fees."

She said the funds provided by the baby bonds program could help change that.

"Providing youth with baby bonds is not only a direct way to grow the middle class in our cities, but it would really make programs like New Haven Works more effective," Mason said. "Fast forward 20 years, what would it look like to have a program like this in effect — to have a cohort of 18-30 years walking through our doors having had this benefit?"

Baby bonds legislation is not a new concept. Sen. Cory Booker, D-N.J., made a $1,000 savings account for every child a core policy of his 2020 presidential campaign, a promise similar to a bill he had first proposed in 2017. In February, the junior senator from New Jersey reintroduced a bill to promote the legislation on a federal level.

In a press release, Sen. Richard Blumenthal, D-Conn., noted that he plans to continue fighting for such federal legislation as Wooden's bill moves through Hartford.

"I am proud to support the efforts underway to address income inequality through the issuance of Baby Bonds," Blumenthal wrote in the press release. "If we are going to reduce our nation's wealth gap, we must start at birth providing future generations with the solid financial footing to achieve their educational, business, or homeownership goals. I look forward to fighting for this groundbreaking proposal at the federal level."

At the roundtable last week, Blumenthal said the bill is "an idea that meets this moment of racial reckoning."

"It creates, in a sense, a new American birthright, a new American financial birthright," he said. "It is a great tradition of our American democracy that we invest in our people and we give them the means to mobility in our society."

Though no baby bonds-like program exists in the United States, similar programs currently exist in Hungary and the United Kingdom.

The Bond Buyer: Connecticut bond sale features new wrinkle

By Paul Burton April 27, 2021, 11:06 a.m. EDT1 Min Read

Connecticut's use of a forward-delivery bond in its $1 billion of special tax obligation bonds was a first for the state and well-received, Treasurer Shawn Wooden said.

Under such a structure, the state sells tax-exempt refunding bonds to take advantage of low-interest market rates, then delivers the refunding bonds in five months when the bonds to be refunded can be legally redeemed.

Last week's sale, with Goldman Sachs as lead manager, included $875 million of new-money bonds that will provide $1.03 billion of new funding for transportation projects. The sale also included two series of refunding bonds to refinance existing bonds for a net present value savings of $30.2 million.

State Treasurer proposes bill to invest in children born into poverty in CT

WATERBURY, CT (WFSB) -To address the wealth disparities in the state, a bill is being proposed to invest in kids born into poverty.

The Baby Bonds proposal would create a fund for these kids that can be used for investments like education or buying a home.

To make sure everyone has that chance, State Treasurer Shawn Wooden says his Baby Bonds proposal, House Bill 66-59, has to become a reality.

If passed, his office would invest $5,000 for each child born into poverty. Wooden defines that as those eligible for the state’s Husky Health program.

For a family of four, annual income is under $53,000 to qualify.

When they turn 18, they can use the funds for one of four things: education, buying a home, investing in a business, or investing in retirement.

“None of these are, in the isolation, a silver bullet, but putting all these pieces together, we can, we really have an opportunity to move the needle for our state,” Wooden said.

Wooden visited the Neighborhood Housing Services of Waterbury on Monday to explain the program. They educate and counsel their clients on homeownership, which made them happy to hear Baby Bond beneficiaries have to demonstrate financial literacy to use the funds.

“This is just another way of building assets for our youth as they move forward, building that generational wealth that so many Americans, other than Black and Brown people, were able to benefit from,” said Kevin Taylor, Executive Director of NHS Waterbury.

All investments from Baby Bond funds has to stay in the state, which is music to Tommy Hyde’s ears. He’s the CEO of the Naugatuck Valley Regional Development Corporation.

“The more we can encourage kids to get into the workforce and become educated. It’s going to make Connecticut a more attractive place for, whether that’s a manufacturer, financial services firm, insurance company, we need more of it,” Hyde said.

Wooden says the Appropriations Committee will be voting on this proposal this week. He hopes Governor Ned Lamont will sign it into law by the end of the legislative session in June.