

March 17, 2016
Burlington Employees' Retirement Board
City Hall, Conference Room 12

Board Members Present: Jim Strouse (via phone) Matthew Dow
Daniel Gilligan Bob Hooper (8:48am)
Jeff Wick (9:35am) Benjamin O'Brien
Bob Rusten

Others Present: Stephanie Hanker
Kim Sturtevant (9:02am)
Barry Bryant – Dahab Associates (8:35am)

Called to order at 8:32am

1. **Agenda:**
No changes to the agenda as presented
2. **Approve Minutes of 02/23/2016:**
Benjamin O'Brien moved to approve the minutes as presented. Matthew Dow 2nd. Motion carries 5:0
3. **Approval of Bills:**
Daniel Gilligan moved to approve the bills as presented. Benjamin O'Brien 2nd. Motion carries 5:0
4. **Ratify / Approve Refunds and Rollovers:**
Benjamin O'Brien moved to approve refunds / rollovers as presented. Daniel Gilligan 2nd. Motion carries 5:0
5. **Approval of Retirement Applications:**
Benjamin O'Brien moved to approve the presented retirement applications. Matthew Dow 2nd. Motion carries 5:0
6. **Performance Review Presentation – Dahab Associates**
Barry Bryant stated that as of December 31st, 2015 the BERS fund was valued at \$152,607,868, representing an increase of \$345,985 from September's quarters ending. Barry Bryant stated from last quarter the fund posted withdrawals totaling \$1,673,778, which offset the portfolio's net investment return of \$2,019,763. Barry Bryant stated in the fourth quarter the total portfolio returned 1.3%, which was 0.3% less than the shadow index's return of 1.6% and ranked in the 97th percentile of the Public Fund universe. Barry Bryant stated had the fund been in the current allocation a return of 3.1% would have been achieved in the fourth quarter, without the real estate, if the

fund was in the current allocation with the real estate allocation being in place the fourth quarter return would have been 3.5%.

7. Review RFP Results for Finalist Selections for Real Estate Manager

(Note: Results available online as a supporting document for this agenda)

Barry Bryant reviewed all RFP submittals for Real Estate Manager with the Board. Barry Bryant stated he recommended not choosing more than four vendors to come in and present. Jeff Wick asked what the fees typically are. Barry Bryant stated most are 90 – 110 bps.

Bob Rusten moved to have UBS present for both core and core plus, Principal to present both core and core plus and Bailard present core plus. Daniel Gilligan 2nd the motion. Motion carries 7:0

Jim Strouse stated he would like a special meeting to have the presentations. The board decided on May 05, 2016 as a special meeting to have the presentations.

8. Other Business:

Bob Rusten requested going forward a spot for Public Hearing is put on the agenda.

Bob Rusten moved to adjourn. Daniel Gilligan 2nd. Motion carries 7:0



BURLINGTON EMPLOYEES' RETIREMENT SYSTEM

James T. Strouse
Chairman of the Board
Robert Hooper
Vice-Chairman

Stephanie Hanker
Retirement Administrator
802-865-7097
VT Relay – dial 711

Retirement Board Meeting Agenda City Hall Conference Room 12 March 17, 2016 – 8:30 AM

1. Agenda
2. Approve Minutes of 02/23/2016
3. Approval of Bills
4. Ratify/ Approve Refunds and Rollovers
5. Approval of Retirement Applications
6. Performance Review Presentation – Dahab Associates
7. Review RFP Results for Finalist Selections for Real Estate Manager
8. Other Business
9. Adjourn

Non-Discrimination

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Burlington Employees' Retirement System Real Estate Manager Search

March 2016



DAHAB ASSOCIATES
New York Massachusetts Pennsylvania Florida

The following is an alphabetically ordered list of respondents to the
Burlington Employees' Retirement System Real Estate request for proposal:

Client	Burlington Employees' Retirement System
Type	Real Estate
Due	February 18, 2016

#	FIRM	#	FIRM
1	American Realty Advisors	14	Invesco Advisers
2	Bailard	15	Investors Diversified Realty
3	BlackRock	16	L&B Realty Advisors
4	Broadstone Real Estate	17	LaSalle Investment Management
5	Carlyle Investment Management	18	Madison Realty Capital
6	CBRE Global Investors	19	MetLife Investment Management
7	Clarion Partners	20	Principal Real Estate Investors
8	Cornerstone Real Estate Advisers	21	Rockpoint Group
9	Deutsche Asset Management	22	Sentinel Realty Advisors
10	DSF Group	23	TA Realty
11	Ethika Investments	24	TerraCap Management
12	Guggenheim Real Estate	25	UBS Realty Investors
13	Intercontinental Real Estate Corporation		

Burlington Employees' Retirement System
Core Real Estate Manager Search
Organizational Information

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Firm	American Realty Advisors	BlackRock	CBRE Global Investors	Clarion Partners
Product	Core Realty Fund	Granite Property Fund	U.S. Core Partners	Lion Properties Fund
Location	Glendale, CA	New York, NY	Los Angeles, CA	New York, NY
Contact	Todd Fowler	Lee Wanie	Steven Yeh	George Loeblich
Phone	312.905.2002	212.810.3036	212.824.2159	212.808.2117
Affiliation	Independent	Subsidiary of Blackrock, Inc.	Subsidiary of CBRE Group, Inc.	Independent
Founded	1988	1988	1972	1982
Total Assets	\$7.4B	\$4.65T	\$89.0B	\$38.2B
Geographical Distribution	East: 33% South: 17% Midwest: 5% West: 44% Int'l: 0%	East: 39% South: 18% Midwest: 7% West: 34% Int'l: 0%	East: 36% South: 25% Midwest: 11% West: 28% Int'l: 0%	East: 36% South: 18% Midwest: 7% West: 37% Int'l: 0%
Property Distribution	Apartments: 23% Hotel: 0% Industrial: 20% Office: 40% Retail: 16% Land: 0% Other: 0%	Apartments: 29% Hotel: 0% Industrial: 19% Office: 35% Retail: 15% Land: 0% Other: 0%	Apartments: 33% Hotel: 0% Industrial: 22% Office: 22% Retail: 23% Land: 0% Other: 0%	Apartments: 27% Hotel: 3% Industrial: 16% Office: 32% Retail: 19% Land: 0% Other: 0%
Structure of Fund	Delaware Limited Partnership	Maryland corporation, taxed as a Private REIT	Limited Partnership	Limited Partnership
Assets in Product	\$4.9B	\$2.6B	\$1.3B	\$8.9B
# of Investors	317	39	10	230
Current Leverage	20%	27%	32%	26%
Max Leverage	40%	40%	40%	40%
2016 Debt Maturity	\$200mm/21.6%	\$41mm/6%	None	\$233mm/10.3%
2017 Debt Maturity	\$11mm/1.2%	\$40mm/6%	\$7mm/1.8%	\$325mm/14.3%
Entry Queue	\$177mm/2-4 qtrs	None	\$224mm/1 month	None
Inception	November 21, 2003	January 31, 1981	May 15, 2013	April 1, 2000
Fee Schedule	Commingled Fund: 110 bps on first \$25mm 95 bps on next \$50mm 85 bps on balance Minimum: \$1mm	Commingled Fund: 110 bps on balance Minimum: \$1mm	Commingled Fund: 100 bps on first \$10mm 90 bps on next \$15mm Performance Fee: For every 15 bps of outperformance over the NFI-ODCE, there will be a Performance Fee equal to 1 bp of the Fund's NAV (max 10 bps) Minimum: \$5mm	Commingled Fund: 125 bps on first \$10mm 100 bps on next \$15mm 85 bps on balance Minimum: None

Burlington Employees' Retirement System
Core Real Estate Manager Search
Organizational Information

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Firm	Cornerstone Real Estate Advisers	Deutsche Asset Management	Invesco Advisers	Investors Diversified Realty
Product	Cornerstone Patriot Fund	RREEF America REIT II	Core Real Estate-U.S.A.	Core Property Index Fund
Location	Hartford, CT	New York, NY	Atlanta, GA	Cleveland, OH
Contact	Pamela McKoin	Matthew Jaffe	Bob Scheetz	Garrett E. Zdolshek
Phone	860.509.8824	212.454.2341	212.278.9111	216.622.0004
Affiliation	Subsidiary of Babson Capital Management	Subsidiary of Deutsche Bank, AG	Subsidiary of Invesco Ltd.	Independent
Founded	1994	1975	1976	2006
Total Assets	\$49.6B	\$52.2B	\$775.6B	\$150mm
Geographical Distribution	East: 37% South: 28% Midwest: 3% West: 32% Int'l: 0%	East: 31% South: 15% Midwest: 9% West: 45% Int'l: 0%	East: 30% South: 17% Midwest: 4% West: 49% Int'l: 0%	East: 31%* South: 19%* Midwest: 10%* West: 40%* Int'l: 0%*
Property Distribution	Apartments: 28% Hotel: 5% Industrial: 13% Office: 35% Retail: 13% Land: 0% Other: mixed-use 6%	Apartments: 21% Hotel: 0% Industrial: 36% Office: 28% Retail: 21% Land: 0% Other: 0%	Apartments: 29% Hotel: 0% Industrial: 13% Office: 39% Retail: 19% Land: 0% Other: 0%	Apartments: 24%* Hotel: 1%* Industrial: 14%* Office: 38%* Retail: 20%* Land: <1%* Storage, Senior Living: 3%*
Structure of Fund	Limited Partnership with a subsidiary Private REIT	Open-End Fund, Private REIT	Limited Partnership	Core Property Index Trust
Assets in Product	\$4.2B	\$10.5B	\$9.8B	\$0
# of Investors	115	266	106	0
Current Leverage	23%	20%	21%	21%
Max Leverage	30%	30%	35%	40%
2016 Debt Maturity	\$44mm/4.6%	\$92mm/4.0%	\$74mm/3.6%	None
2017 Debt Maturity	\$85mm/9%	\$640mm/28.1%	\$88mm/4.3%	None
Entry Queue	None	\$457mm/1-3 quarters	\$20.5mm/3-9 months	None
Inception	July 1, 2004	1998	September 30, 2004	June 1, 2016
Fee Schedule	Commingled Fund: 110 bps on first \$15mm 100 bps on next \$10mm 80 bps on next \$75mm Minimum: \$1mm	Commingled Fund: 95 bps on balance Minimum: \$5 mm	Commingled Fund: Management Fee: 110 bps Cash Management: 15 bps on cash in excess of 7.5% of aggregate NAV Minimum: \$10mm	Commingled Fund: Founding Investors pay 10 bps asset management fee per annum with a 15% revenue share on non-founders gross fees. Founding Investors also pay 2 bps per year for organization expenses. Minimum: \$5mm

*Targets

Burlington Employees' Retirement System
Core Real Estate Manager Search
Organizational Information

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Firm	L&B Realty Advisors	LaSalle Investment Management	MetLife Investment Management	Principal Real Estate Investors
Product	Core Income Partners	Property Fund	Core Property Fund	U.S. Property Account
Location	Dallas, TX	Chicago, IL	Morristown, NJ	Des Moines, IA
Contact	Stephen O'Brien	Adam Caskey	Dhaval Parikh	Michelle Fang
Phone	617.519.8372	617.720.4498	973.355.4209	203.858.3649
Affiliation	Independent	Subsidiary of Jones Lang Lasalle Incorporated	Subsidiary of Metlife, Inc.	Subsidiary Principal Global Investors
Founded	1965	1980	2006	1998
Total Assets	\$7.6B	\$56.4B	\$504.5B	\$63.3B
Geographical Distribution	East: 16% South: 30% Midwest: 34% West: 20% Int'l: 0%	East: 33% South: 16% Midwest: 10% West: 41% Int'l: 0%	East: 11% South: 38% Midwest: 14% West: 36% Int'l: 0%	East: 24% South: 26% Midwest: 6% West: 42% Int'l: 0%
Property Distribution	Apartments: 35% Hotel: 0% Industrial: 7% Office: 24% Retail: 25% Land: 0% Other: mixed-use 9%	Apartments: 31% Hotel: 0% Industrial: 17% Office: 32% Retail: 17% Land: 0% Other: 3%	Apartments: 34% Hotel: n/a% Industrial: 11% Office: 38% Retail: 16% Land: 0% Other: 0%	Apartments: 20% Hotel: 2% Industrial: 16% Office: 42% Retail: 16% Land: 1% Other: 0%
Structure of Fund	Limited Partnership	Limited Partnership / Private REIT	Delaware LP/Private REIT	Insurance company separate account
Assets in Product	\$669mm	\$3.4B	\$2.4B	\$8.5B
# of Investors	8	33	28	151
Current Leverage	23%	26%	29%	21%
Max Leverage	35%	35%	40%	33%
2016 Debt Maturity	\$40mm/26%	\$110mm /12.7%	None	\$142mm/7.5%
2017 Debt Maturity	None	\$94mm /10.9%	None	\$217mm/11.4%
Entry Queue	\$20mm/1 month	\$100mm /3 months	\$58mm/1 month	\$264mm/2-3 quarters
Inception	April 1, 2011	2010	2013	January 30, 1982
Fee Schedule	Commingled Fund: 80 bps on first \$30mm Minimum: \$5mm	Commingled Fund: 100 bps on first \$10mm 90 bps on next \$10-50mm Minimum: \$5mm	Commingled Fund: 100 bps on first \$25mm 90 bps on next \$25mm Minimum: \$5mm	Commingled Fund: 110 bps on up to \$10mm 100 bps on accounts>\$10mm but less than \$25mm Minimum: \$1mm

Burlington Employees' Retirement System
Core Real Estate Manager Search
Organizational Information

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Firm	Sentinel Realty Advisors	UBS Realty Investors
Product	Sentinel Real Estate Fund	Trumbull Property Fund
Location	New York, NY	Hartford, CT
Contact	Bob Bartlett	Julie Pierro
Phone	212.408.5035	860.616.9037
Affiliation	Independent	Subsidiary of UBS AG
Founded	1969	1978
Total Assets	\$5.3B	\$29B
Geographical Distribution	East: 22% South: 45% Midwest: 7% West: 25% Int'l: 0%	East: 36% South: 15% Midwest: 12% West: 37% Int'l: 0%
Property Distribution	Apartments: 100% Hotel: 0% Industrial: 0% Office: 0% Retail: 0% Land: 0% Other: 0%	Apartments: 31% Hotel: 4% Industrial: 11% Office: 31% Retail: 23% Land: 0% Other: 0%
Structure of Fund	Open-End Limited Partnership	Delaware LP with REIT and non-REIT subsidiaries
Assets in Product	\$1.3B	\$22.3B
# of Investors	49	421
Current Leverage	26%	16%
Max Leverage	40%	35%
2016 Debt Maturity	None	\$663mm/19%
2017 Debt Maturity	\$38mm/10.8%	\$163mm/4.7%
Entry Queue	None	\$250mm/as early as Q1 2016
Inception	January 1, 1976	January 13, 1978
Fee Schedule	Commingled Fund: 100 bps on balance Minimum: \$250k	Commingled Fund: 95.5 bps on first \$10mm 82.5 bps on next \$15mm Minimum: \$5mm Incentive Fee: ranges from 0% to 0.25%. It is set at a fulcrum point of 0.15% and increases or decreases at a rate of 0.075% for each 1%, or portion thereof, that the Fund's gross return is above or below the CPI plus five percent.

Burlington Employees' Retirement System
Core Real Estate Manager Search
Performance Information

	1	2	3	4	
Firm	American Realty Advisors	BlackRock	CBRE Global Investors	Clarion Partners	NCREIF ODCE
Product	Core Realty Fund	Granite Property Fund	U.S. Core Partners	Lion Properties Fund	
2006	11.02	18.69	-	15.00	16.32
2007	17.25	16.31	-	17.20	15.97
2008	-5.30	-16.83	-	-12.50	-10.01
2009	-29.99	-42.36	-	-38.60	-29.76
2010	11.21	15.85	-	19.20	16.45
2011	15.04	16.71	-	18.70	15.99
2012	11.26	10.64	-	10.90	10.90
2013	12.36	10.93	-	12.80	13.94
2014	11.61	11.87	14.69	13.20	12.48
2015	15.35	15.40	15.66	15.70	15.01
1Q2015	4.45	3.18	3.57	3.50	3.39
2Q2015	3.74	3.85	4.20	4.70	3.82
3Q2015	3.32	4.28	4.50	3.30	3.68
4Q2015	3.03	3.27	2.56	3.40	3.34
3 Year	13.09	12.72	-	13.90	13.81
5 Year	13.11	13.08	-	14.20	13.65
10 Year	5.92	3.55	-	5.30	6.53

Burlington Employees' Retirement System
Core Real Estate Manager Search
Performance Information

	5	6	7	8	
Firm	Cornerstone Real Estate Advisers	Deutsche Asset Management	Invesco Advisers	Investors Diversified Realty	NCREIF ODCE
Product	Cornerstone Patriot Fund	RREEF America REIT II	Core Real Estate-U.S.A.	Core Property Index Fund*	
2006	17.15	15.25	19.24	-	16.32
2007	15.53	15.26	13.75	-	15.97
2008	-11.00	-14.90	-4.58	-	-10.01
2009	-24.72	-29.14	-32.20	-	-29.76
2010	13.64	20.27	16.70	-	16.45
2011	16.25	14.19	16.91	-	15.99
2012	11.34	12.40	8.65	-	10.90
2013	11.02	15.05	14.25	-	13.94
2014	9.82	13.03	12.35	-	12.48
2015	14.20	16.70	14.73	-	15.01
1Q2015	2.82	4.21	3.28	-	3.39
2Q2015	3.31	3.80	5.26	-	3.82
3Q2015	4.06	4.03	2.96	-	3.68
4Q2015	3.31	3.70	2.50	-	3.34
3 Year	11.66	14.90	13.77	-	13.81
5 Year	12.50	14.30	13.34	-	13.65
10 Year	6.39	6.50	6.72	-	6.53

*New Fund

Burlington Employees' Retirement System
Core Real Estate Manager Search
Performance Information

	9	10	11	12	
Firm	L&B Realty Advisors	LaSalle Investment Management	MetLife Investment Management	Principal Real Estate Investors	NCREIF ODCE
Product	Core Income Partners	Property Fund	Core Property Fund	U.S. Property Account	
2006	-	-	-	16.47	16.32
2007	-	-	-	14.73	15.97
2008	-	-	-	-12.23	-10.01
2009	-	-	-	-30.79	-29.76
2010	-	-	-	17.27	16.45
2011	-	12.67	-	16.67	15.99
2012	6.81	13.71	-	12.76	10.90
2013	10.56	12.41	-	14.63	13.94
2014	13.44	12.61	17.38	13.88	12.48
2015	16.67	15.96	16.68	14.68	15.01
1Q2015	2.80	3.43	3.17	3.19	3.39
2Q2015	3.88	4.03	3.84	3.49	3.82
3Q2015	3.76	3.89	4.19	4.21	3.68
4Q2015	5.29	3.74	4.53	3.05	3.34
3 Year	13.53	13.65	-	14.40	13.81
5 Year	-	13.46	-	14.52	13.65
10 Year	-	-	-	6.49	6.53

Burlington Employees' Retirement System
Core Real Estate Manager Search
Performance Information

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Firm	Sentinel Realty Advisors	UBS Realty Investors	NCREIF ODCE
Product	Sentinel Real Estate Fund	Trumbull Property Fund	
2006	10.54	16.65	16.32
2007	8.40	13.93	15.97
2008	-16.50	-7.46	-10.01
2009	-26.58	-22.30	-29.76
2010	1.60	16.85	16.45
2011	43.17	13.21	15.99
2012	29.87	10.15	10.90
2013	20.34	10.44	13.94
2014	13.01	11.69	12.48
2015	14.80	12.94	15.01
1Q2015	3.05	2.99	3.39
2Q2015	2.92	2.92	3.82
3Q2015	2.99	3.43	3.68
4Q2015	5.10	3.02	3.34
3 Year	16.01	11.69	13.81
5 Year	23.76	11.68	13.65
10 Year	8.04	6.85	6.53

Burlington Employees' Retirement System
Open-End Core Plus and Value Add Real Estate Manager Search
Organizational Information

	1	2	3	4
Firm	American Realty Advisors	Bailard	Broadstone Real Estate	Carlyle Investment Management
Product	Strategic Value Realty Fund	Real Estate Investment Trust	Broadstone Net Lease	Property Investors
Location	Glendale, CA	Foster City, CA	Rochester, NY	Washington, D.C.
Contact	Todd Fowler	David Schwarzenberger	David E. Kasprzak	Chip Lippman
Phone	312.905.2002	650.571.5800	585.287.6475	202.729.5329
Affiliation	Independent	Independent	Independent	Independent
Founded	1988	1969	2006	1987
Total Assets	\$7.4B	\$2.5B	\$1.6B	\$192.8B
Geographical Distribution	East: 32% South: 2% Midwest: 23% West: 41% Int'l: 0%	East: 12% South: 44% Midwest: 11% West: 33% Int'l: 0%	East: 9% South: 52% Midwest: 28% West: 11% Int'l: 0%	East: 30%* South: 20%* Midwest: 20%* West: 30%* Int'l: 0%*
Property Distribution	Apartments: 20% Hotel: 0% Industrial: 16% Office: 39% Retail: 23% Land: 0% Other: 0%	Apartments: 35% Hotel: <1% Industrial: 21% Office: 25% Retail: 15% Land: 4% Other: 0%	Apartments: 0% Hotel: 0% Industrial: 39% Office: 8% Retail: 29% Land: 0% Other: 24%	Apartments: 25%* Hotel: 0%* Industrial: 5%* Office: 15%* Retail: 10%* Land: 0%* Senior, Medical, Storage 45%*
Structure of Fund	Open-End Delaware LP	Commingled Open-Ended Private REIT	Real Estate Investment Trust	Open-End with 2 Year Lock Up
Assets in Product	\$658mm	\$702mm	\$1.6B	None
# of Investors	41	490	1,470	None
Current Leverage	43%	41%	41%	None
Max Leverage	65%	50%	60%	55%
2016 Debt Maturity	\$72mm/25.9%	\$19mm/7%	None	None
2017 Debt Maturity	\$36mm/13.0%	\$35mm/12%	\$21mm/3.1%	None
Entry Queue	\$307/4-8 Quarters	None	None	None
Inception	12/30/2009	4/1/1990	12/31/2007	3/31/2016
Fee Schedule	Commingled Fund: 125 bps on first \$10mm 120 bps on next \$15mm Preferred Return: 10% Carried Interest: 20% Minimum: \$2mm	Commingled Fund: 85 bps on balance Minimum: \$2mm	Commingled Fund: 50 bps of equity raised initial fee taken out of performance 100 bps asset management Minimum: \$500k	Commingled Fund: 100 bps on first \$100mm Minimum: \$10mm

*Targets

Burlington Employees' Retirement System
Open-End Core Plus and Value Add Real Estate Manager Search
Organizational Information

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Firm	Guggenheim Real Estate	Intercontinental Real Estate Corporation	Invesco Advisers
Product	U.S. Property Fund	U.S. Real Estate Investment Fund	U.S. Income Fund
Location	Boston, MA	Boston, MA	Atlanta, GA
Contact	Kevin Harrell	Devin Sullivan	Bob Scheetz
Phone	704.805.1002	617.779.0448	212.278.9111
Affiliation	Independent	Independent	Independent
Founded	2001	1959	1976
Total Assets	\$1.3B	\$4.9B	\$775.6B
Geographical Distribution	East: 21% South: 24% Midwest: 10% West: 42% Int'l: 0%	East: 30% South: 19% Midwest: 12% West: 39% Int'l: 0%	East: 20% South: 65% Midwest: 5% West: 10% Int'l: 0%
Property Distribution	Apartments: 31% Hotel: 0% Industrial: 11% Office: 32% Retail: 20% Land: 0% Self-Storage, Senior Housing: 4%	Apartments: 46% Hotel: 1% Industrial: 9% Office: 32% Retail: 5% Land: 0% Senior Living, Healthcare: 7%	Apartments: 36% Hotel: 0% Industrial: 20% Office: 0% Retail: 44% Land: 0% Other: 0%
Structure of Fund	Limited Partnership	Open-End Commingled	Limited Partnership
Assets in Product	\$561mm	\$4.4B	\$620mm
# of Investors	10	192	5
Current Leverage	30%	48%	40%
Max Leverage	40%	75%	50%
2016 Debt Maturity	\$71mm/19.0%	\$225mm/12.2%	None
2017 Debt Maturity	\$41mm/11.0%	\$95mm/5.2%	None
Entry Queue	None	\$668mm/2 Quarters	\$29mm/1-2 Quarters
Inception	10/1/2012	1/30/2007	10/26/2013
Fee Schedule	Commingled Fund: 110 bps on first \$25mm 100 bps on next \$25mm 90 bps on balance Minimum: \$1mm	Commingled Fund: 110 bps on first \$25mm 100 bps on next \$25mm Preferred Return: 8% Carried Interest: 20% Minimum: \$2mm	Commingled Fund: 120 bps on first \$50mm 110 bps on next \$50mm 100 bps on balance Minimum: \$10mm

Burlington Employees' Retirement System
Open-End Core Plus and Value Add Real Estate Manager Search
Organizational Information

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Firm	Principal Real Estate Investors	UBS Realty Investors
Product	Enhanced Property Fund	Trumbull Property Growth & Income Fund
Location	Des Moines, IA	Hartford, CT
Contact	Doug Baran	Julie Pierro
Phone	515.343.0336	860.616.9037
Affiliation	Independent	Independent
Founded	1998	1978
Total Assets	\$63.2B	\$29.1B
Geographical Distribution	East: 25% South: 28% Midwest: 5% West: 42% Int'l: 0%	East: 17% South: 29% Midwest: 13% West: 41% Int'l: 0%
Property Distribution	Apartments: 17% Hotel: 0% Industrial: 16% Office: 46% Retail: 19% Land: 2% Other: 0%	Apartments: 56% Hotel: 17% Industrial: 12% Office: 9% Retail: 6% Land: 0% Other: 0%
Structure of Fund	Limited Partnership	Limited Partnership
Assets in Product	\$2.0B	\$642mm
# of Investors	51	30
Current Leverage	38%	33%
Max Leverage	60%	67%
2016 Debt Maturity	\$226mm/28.9%	\$110mm/52.4%
2017 Debt Maturity	\$127mm/16.3%	\$49mm/23.4%
Entry Queue	\$131mm/1 Quarter	\$52mm/2-3 Quarters
Inception	5/18/2004	6/6/2006
Fee Schedule	Commingled Fund: 130 bps on \$5-10mm investment 120 bps on \$10-50mm investment Preferred Return: 11% Carried Interest: 15% Minimum: \$5mm	Commingled Fund: 125 bps on first \$10mm 115 bps on next \$15mm Preferred Return: 7% Carried Interest: 15% Minimum: \$1mm

Burlington Employees' Retirement System
Open-End Core Plus And Value-Add Real Estate Manager Search
Performance Information

	1	2	3	4	
Firm	American Realty Advisors	Bailard	Broadstone Real Estate	Carlyle Investment Management	NCREIF ODCE
Product	Strategic Value Realty Fund	Real Estate Investment Trust	Broadstone Net Lease*	Property Investors†	
2006	-	15.97	-	-	16.32
2007	-	12.46	-	-	15.97
2008	-	-8.93	5.31	-	-10.01
2009	-	-28.10	7.12	-	-29.76
2010	25.87	16.81	11.64	-	16.45
2011	15.39	7.20	15.60	-	15.99
2012	11.65	9.98	13.08	-	10.90
2013	12.22	12.23	17.89	-	13.94
2014	13.76	12.65	18.38	-	12.48
2015	22.91	18.55	11.53	-	15.01
1Q2015	6.82	3.91	3.16	-	3.39
2Q2015	4.22	4.75	3.17	-	3.82
3Q2015	5.03	5.10	3.09	-	3.68
4Q2015	5.12	3.63	1.68	-	3.34
3 Year	16.20	14.44	15.89	-	13.81
5 Year	15.12	12.06	15.27	-	13.65
10 Year	-	5.83	-	-	6.53

*Net of Fees

†This is a new open-end fund. Carlyle's historical performance data is based on its closed-end products and is listed in the closed-end section of the book.

Burlington Employees' Retirement System
Open-End Core Plus And Value-Add Real Estate Manager Search
Performance Information

	5	6	7	
Firm	Guggenheim Real Estate	Intercontinental Real Estate Corporation	Invesco Advisers	NCREIF ODCE
Product	U.S. Property Fund	U.S. Real Estate Investment Fund	U.S. Income Fund	
2006	-	-	-	16.32
2007	-	4.38	-	15.97
2008	-	-0.07	-	-10.01
2009	-	-32.91	-	-29.76
2010	-	5.80	-	16.45
2011	-	15.87	-	15.99
2012	-	15.31	-	10.90
2013	19.09	17.01	-	13.94
2014	12.65	13.66	9.30	12.48
2015	16.71	14.37	19.30	15.01
1Q2015	6.12	1.13	5.14	3.39
2Q2015	4.54	3.22	3.75	3.82
3Q2015	2.12	3.63	4.94	3.68
4Q2015	3.01	5.72	4.22	3.34
3 Year	16.12	15.01	-	13.81
5 Year	-	15.24	-	13.65
10 Year	-	-	-	6.53

Burlington Employees' Retirement System
Open-End Core Plus And Value-Add Real Estate Manager Search
Performance Information

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Firm	Principal Real Estate Investors	UBS Realty Investors	NCREIF ODCE
Product	Enhanced Property Fund	Trumbull Property Growth & Income Fund	
2006	19.42	-	16.32
2007	14.38	22.37	15.97
2008	-15.15	-4.17	-10.01
2009	-42.99	-40.29	-29.76
2010	14.35	4.67	16.45
2011	19.35	13.36	15.99
2012	14.32	21.54	10.90
2013	20.21	19.97	13.94
2014	15.69	15.49	12.48
2015	23.56	20.03	15.01
1Q2015	4.10	4.82	3.39
2Q2015	5.46	4.82	3.82
3Q2015	4.39	4.58	3.68
4Q2015	7.81	4.46	3.34
3 Year	19.78	18.48	13.81
5 Year	18.58	18.04	13.65
10 Year	5.89	-	6.53

Burlington Employees' Retirement System
Closed-End Core Plus and Value Add Real Estate Manager Search
Organizational information

Organizational Information								
1		2		3		4		
Firm	Cornerstone Real Estate Advisers		DSF Group		Ethika Investments		Madison Realty Capital	
Product	Real Estate Fund X		Multi-Family Real Estate Fund III		Diversified Opportunity Real Estate Fund II		Equity Fund I	
Location	Hartford, CT		Waltham, MA		Los Angeles, CA		New York, NY	
Contact	Pamela McKoin		Thomas Mazza		Austin Khan		Adam Tantleff	
Phone	860.796.8824		781.250.5940		310.954.2009		646.442.4135	
Affiliation	Subsidiary of Babson Capital Management		Independent		Subsidiary of Laurus Corporation		Independent	
Founded	1994		2000		2009		2004	
Total Assets	\$49.6B		\$1.1B		\$1.0B		\$1.3B	
Geographical Distribution	East: 52% South: 0% Midwest: 0% West: 48% Int'l: 0%		East: 100%* South: 0%* Midwest: 0%* West: 0%* Int'l: 0%*		Top 30 Metropolitan Statistical Areas		East: 100%* South: 0%* Midwest: 0%* West: 0%* Int'l: 0%*	
Property Distribution	Apartments: 0% Hotel: 0% Industrial: 0% Office: 76% Retail: 24% Land: 0% Other: 0%		Apartments: 100%* Hotel: 0%* Industrial: 0%* Office: 0%* Retail: 0%* Land: 0%* Other: 0%*		Apartments: 0%* Hotel: 30-50%* Industrial: 0%* Office: 20-40%* Retail: 10-30%* Land: 0%* Development: 0-20%*		Apartments: 50%* Hotel: 0%* Industrial: 10%* Office: 20%* Retail: 20%* Land: 0%* Other: 0%*	
Structure of Fund	Closed-End LP Private REIT		Closed-End Commingled Fund		Closed-End Limited Partnership		Closed-End Commingled Fund	
Term of Fund	7 years		8 years with 2 one year extensions		5 years		8 years	
Assets in Product	\$223mm		\$243mm		None		None	
Target Assets	\$1.1B		\$400-500mm		\$800mm		\$300mm	
# of Investors	11		84		None		None	
Current Leverage	56%		None		None		None	
Max Leverage	60%		65%		75%		75%	
2016 Debt Maturity	None		None		None		None	
2017 Debt Maturity	None		None		None		None	
Entry Queue	None		None		None		None	
Inception	February 6, 2015		December 2015		January 2016		January 26, 2016	
Fee Schedule	Commingled Fund: Management Fee: 150 bps Preferred Return: 8% Carried Interest: 20% Minimum: \$5mm		Commingled Fund: Management Fee: 125 bps on commitments 150 bps on invested capital Preferred Return: 9% Carried Interest: 20% Minimum: \$5mm		Commingled Fund: 150 bps on balance Preferred Return: 10% Carried Interest: 20% Minimum: \$5mm		Commingled Fund: 150 bps on balance Preferred Return: 8% Carried Interest: 20% Minimum: \$5mm	

*Targets

Burlington Employees' Retirement System
Closed-End Core Plus and Value Add Real Estate Manager Search
Organizational information

	5	6	7
Firm	Rockpoint Group	TA Realty	TerraCap Management
Product	Growth and Income Real Estate Fund II	Fund XI	Partners III
Location	Boston, MA	Boston, MA	Bonita Springs, FL
Contact	Tanya Oblak	Tom Landry	Steve Hagenbuckle
Phone	617.530.3981	617.476.2740	239.540.2002x111
Affiliation	Independent	Subsidiary of Rockefeller Group	Independent
Founded	2003	1982	2008
Total Assets	\$10.5B	\$11.8B	\$135mm
Geographical Distribution	East: 40%* South: 10%* Midwest: 10%* West: 40% Int'l: 0%*	East: 20-35%* South: 20-30%* Midwest: 10-20%* West: 25-40%* Int'l: 0%*	East: 0%* South: 100%* Midwest: 0%* West: 0%* Int'l: 0%*
Property Distribution	Apartments: 45%* Hotel: 0%* Industrial: 0%* Office: 45%* Retail: 10%* Land: 0%* Other: 0%*	Apartments: 15-25%* Hotel: 0%* Industrial: 35-45%* Office: 35-45%* Retail: 0-10%* Land: 0%* Other: 0%*	Apartments: 15%* Hotel: 10%* Industrial: 20%* Office: 50%* Retail: 5%* Land: 0%* Other: 0%*
Term of Fund	Closed-End Commingled Fund	Closed-End Commingled Fund	Closed-End Private Equity
Term of Fund	10 years with 2 one year extensions	7-10 years	8 years with 2 one year extensions
Assets in Product	\$0	\$156mm	\$86mm
Target Assets	\$1.0-1.5B	\$2.7B	\$250mm
# of Investors	None	44	61
Current Leverage	None	22%	52%
Max Leverage	50%	50%	67%
2016 Debt Maturity	None	None	None
2017 Debt Maturity	None	\$170mm/100%	\$11mm/28%
Entry Queue	None	None	None
Inception	March 31, 2016	July 2, 2015	May 23, 2014
Fee Schedule	Commingled Fund: 125 bps on first \$50mm Preferred Return: 7% Carried Interest: 15% Minimum: \$25mm	Commingled Fund: Year 1: 50 bps (Committed) Year 2: 85 bps (Committed) Year 3: 115 bps (Committed) Year 4: 120 bps (Invested) Year 5: 125 bps (Invested) Year 6: 120 bps (Invested) Year 7: 100 bps (Invested) Thereafter: 60 bps (Invested) Minimum: \$5mm Cash is distributed on sliding scale after distributions equal the committed capital, and before the 8% preferred return is reached. The sliding scale begins with a 95% Limited Partner/5% General Partner split once the preferred return is reached the split thereafter is 80%/20%.	Commingled Fund: Management Fee: 150 bps Preferred Return: 9% Carried Interest: 20% Minimum: \$1mm

*Targets

Burlington Employees' Retirement System
Closed-End Core Plus and Value Add Real Estate Manager Search
Performance Information

Firm Name	Carlyle Investment Management
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Product Name	Property Investors
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Name of Fund	Fund Size (\$mm)	Vintage Year	Fund Type (e.g. Core, Core Plus,)	# of Investments	Gross Cost(\$mm)	Avg. Property Type Distribution	Avg. Geographical Distribution (East, Southeast, Midwest, West)	Return on Cash	Market Value of Invested Assets(\$mm)	Gross IRR	Net IRR
Carlyle Realty Partners	\$296	1997	Opportunistic	43	\$256	Diversified (7 Sectors)	Various	1.8x	-	21%	15%
Carlyle Realty Partners II	\$252	1999	Opportunistic	26	\$237	Diversified (6 Sectors)	Various	1.6x	-	12%	10%
Carlyle Realty Partners III	\$571	2001	Opportunistic	40	\$499	Diversified (8 Sectors)	Various	2.3x	\$274	44%	30%
Carlyle Realty Partners IV	\$950	2005	Opportunistic	78	\$1,154	Diversified (9 Sectors)	Various	0.6x	\$870	5%	2%
Carlyle Realty Partners V	\$3,000	2006	Opportunistic	151	\$3,154	Diversified (10 Sectors)	Various	1.2x	\$1,108	12%	8%
Carlyle Realty Partners VI	\$2,340	2011	Opportunistic	129	\$1,892	Diversified (10 Sectors)	Various	0.7x	\$1,818	35%	24%
Carlyle Realty Partners VII	\$3,757	2014	Opportunistic	49	\$494	Diversified (10 Sectors)	Various	N/A	\$487	NM	NM

Burlington Employees' Retirement System
Closed-End Core Plus and Value Add Real Estate Manager Search
Performance Information

Firm Name	Cornerstone Real Estate Advisers
Product Name	Real Estate Fund X

Name of Fund	Fund Size(\$mm)	Vintage Year	Fund Type (e.g. Core, Core Plus,)	# of Investments	Gross Cost(\$mm)	Avg. Property Type Distribution	Avg. Geographical Distribution (East, Southeast, Midwest, West)	Return on Cash	Market Value of Invested Assets	Gross IRR	Net IRR
Multi-Property Type Funds											
Cornerstone Rotational Venture (CRV)	\$162	2005	Value-Add	8	\$141.8	Apartments – 34% Office – 66%	East – 49% South – 51%	81.2%	0	43.4%	36.3%
Cornerstone Real Estate Fund VIII (CREF VIII)	\$546	2011	Value-Add	20	\$520.7	Office – 49% Industrial – 7% Apartment – 44%	East – 14% South – 44% West – 42%	14.6%	\$604.5	19.1%	16.1%
Cornerstone Real Estate Fund X (CREF X)	\$162.8	2015	Value-Add	3	\$87.8	Office – 30%-40% Industrial – 15%-25% Apartment – 15%-25% Retail – 20%-30%	East - 20% - 30% Midwest - 15% - 25% South - 20% - 30% West - 25% - 35%	Not available	\$215.8	Not available	Not available
Development Funds											
Urban Development Fund (UDF)	\$110	2002	Value-Add	2	\$25.8	Apartments – 100%	East – 39% West – 61%	14.9%	0	38.6%	33.9%
Cornerstone Apartment Fund (CAF I)	\$263	2000	Value-Add	15	\$219.7	Apartments – 100%	East – 55% South – 10% Midwest – 7% West – 28%	18.5%	0	23.0%	19.9%
Cornerstone Apartment Venture I (CAV I)	\$173	2003	Value-Add	8	\$110.9	Apartments – 100%	East – 75% West – 25%	34.8%	0	74.1%	65.4%

Burlington Employees' Retirement System
Closed-End Core Plus and Value Add Real Estate Manager Search
Performance Information

Cornerstone Apartment Venture III (CAV III)	\$360	2007	Value- Add	9	\$230.7	Apartments – 100%	East – 51% Midwest – 21% West – 28%	2.8%	0	5.9%	4.5%
Hotel Only Funds*											
Cornerstone Hotel Income & Equity Fund (CHIEF)	\$300	2005	Value- Add	12	\$294.7	Hotels – 100%	East – 34% South – 7% Midwest – 11% West – 48%	Not available	0	0.3%	-1.7%
Cornerstone Hotel Income & Equity Fund II (CHIEF II)	\$446.3	2008	Value- Add	10	\$404.1	Hotels – 100%	East -11% South – 23% Midwest – 8% West – 58%	5.6%	\$75.1	11.4%	10%

Firm Name	DSF Group
Product Name	Multi-Family Real Estate Fund III

Name of Fund	Fund Size (\$mm)	Vintage Year	Fund Type (e.g. Core, Core Plus,)	# of Investments	Gross Cost	Avg. Property Type Distribution	Avg. Geographical Distribution (East, Southeast, Midwest, West)	Return on Cash	Market Value of Invested Assets	Gross IRR	Net IRR
DSF Capital Partners IV, LP	\$237 mm	2012	Value Add	7	\$630 mm	Multifamily	Northeast and Mid Atlantic	8.2%	\$712 mm	18.4	16.3
DSF Capital Partners III, LP	\$150 mm	2006	Value Add	4	\$310 mm	Multifamily	Northeast and Mid Atlantic	N/A	\$380 mm	8.7	7.0

Burlington Employees' Retirement System
Closed-End Core Plus and Value Add Real Estate Manager Search
Performance Information

Firm Name	Ethika Investments
Product Name	Diversified Opportunity Real Estate Fund II

Name of Fund	Fund Size (\$mm)	Vintage Year	Fund Type (e.g. Core, Core Plus,)	# of Investments	Gross Cost	Avg. Property Type Distribution	Avg. Geographical Distribution (East, Southeast, Midwest, West)	Return on Cash	Market Value of Invested Assets	Gross IRR	Net IRR
Ethika Diversified Opportunity Real Estate Fund	\$131mm	2012	Value- Add	17	\$886mm	12 Hospitality & 5 Commercial	Top 30 MSAs	5.3%	1B	31.9%	23.4%

Firm Name	Madison Realty Capital
Product Name	Equity Fund I

Name of Fund	Fund Size (\$mm)	Vintage Year	Fund Type (e.g. Core, Core Plus,)	# of Investments	Gross Cost	Avg. Property Type Distribution	Avg. Geographical Distribution (East, Southeast, Midwest, West)	Return on Cash	Market Value of Invested Assets	Gross IRR	Net IRR
MRC Debt Fund I (MRC LP/MRC II LTD composite)	310	2005	Value-Add	154	\$689mm	53.6% Multifamily, 20.4% Retail, 7.7% Office, 7.0% Industrial, 5.2% Land, 1.2% Hotel, 4.9% Other	63.6% East, 14.7% Southeast, 5.1% Midwest, 16.6% West	90.74%	\$27mm	2.18%	0.07%
MRC Debt Fund II (SDF LP)	350	2012	Value-Add	98	\$1.2B	55.8% Multifamily, 1.2% Retail, 6.3% Office, 2.9% Industrial, 14.4% Land, 10.1% Hotel, 0.3% Other	99.4% East, 0.6% Southeast, 0% Midwest, 0% West	15.15%	\$486mm	20.47%	16.29%

Burlington Employees' Retirement System
Closed-End Core Plus and Value Add Real Estate Manager Search
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MRC Debt Fund II (MDF III LP)	335	2014	Value-Add	26	\$821mm	68.4% Multifamily, 1.4% Retail, 5.3% Office, 2.1% Industrial, 22.9% Land	96.2% East, 2.8% Southeast, 0% Midwest, 0% West	0%	\$307mm	17.36%	13.52%
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Firm Name	Rockpoint Group
Product Name	Growth and Income Real Estate Fund II

Name of Fund	Fund Size (\$mm)	Vintage Year	Fund Type (e.g. Core, Core Plus,)	# of Investments	Gross Cost	Avg. Property Type Distribution	Avg. Geographical Distribution (East, Southeast, Midwest, West)	Return on Cash	Market Value of Invested Assets	Gross IRR	Net IRR
Rockpoint Real Estate Growth and Income Fund I, L.P.	\$739mm	2014	Core Plus	9	\$1.1B	Office: 62% Multifamily: 32% Retail: 6%	East: 65% West: 29% Southeast: 6%		\$639mm	11.8%	9.5%

Firm Name	TA Realty
Product Name	Fund XI

Name of Fund	Fund Size (\$mm)	Vintage Year	Fund Type (e.g. Core, Core Plus,)	# of Investments	Gross Cost	Avg. Property Type Distribution	Avg. Geographical Distribution (East, Southeast, Midwest, West)	Return on Cash	Market Value of Invested Assets	Gross IR	Net IRR
I	\$164mm	1987	Value-Added	12	\$210mm	Industrial 18%, Office 82%	ENC 5%, ME 35%, NE 40%, PA 20%	\$197mm	fully liquidated	3.26%	2.36%
II	\$333mm	1990	Value-Added	41	\$500mm	Industrial 56%, Office 35%, Multifamily 9%	ENC 5%, ME 46%, MT 6%, NE 7%, PA 21%, SE 2%, SW 13%	\$763mm	fully liquidated	13.56%	11.57%
III	\$488mm	1994	Value-Added	66	\$956mm	Industrial 42%, Office 41%, Multifamily 10%, Retail 7%	ENC 5%, ME 17%, MT 2%, NE 23%, PA 14%, SE 14%, SW 9%, WNC 16%	\$1.1B	fully liquidated	12.70%	10.88%

Burlington Employees' Retirement System
Closed-End Core Plus and Value Add Real Estate Manager Search
Performance Information

IV	\$450mm	1996	Value-Added	52	\$900mm	Industrial 38%, Office 53%, Multifamily 6%, Retail 3%	ENC 4%, ME 37%, MT 4%, NE 4%, PA 18%, SE 17%, SW 8%, WNC 8%	\$1.0B	Fully liquidated	14.92%	12.84%
V	\$563mm	1999	Value-Added	55	\$1.2B	Industrial 42%, Office 50%, Multifamily 8%	ENC 4%, ME 16%, NE 10%, PA 26%, SE 12%, SW 18%, WNC 14%	\$1.1B	Fully liquidated	12.24%	10.29%
VI	\$739mm	2002	Value-Added	65	\$1.6B	Industrial 43%, Office 40%, Multifamily 15%, Retail 2%	ENC 6%, ME 15%, MT 7%, NE 18%, PA 24%, SE 12%, SW 13%, WNC 5%	\$1.2B	Fully liquidated	10.94%	8.55%
VII	\$917mm	2004	Value-Added	75	\$2.0B	Industrial 34%, Office 66%	ENC 36%, ME 39%, NE 4%, PA 12%, SE 9%	\$793mm	\$147mm	2.08%	0.31%
VIII	\$1.7B	2006	Value-Added	127	\$3.6B	Industrial 40%, Office 47%, Multifamily 8%, Retail 5%	ENC 11%, ME 11%, MT 6%, NE 8%, PA 37%, SE 20%, SW 2%, WNC 5%	\$621mm	\$1.7B	0.77%	-0.94%
IX	\$1.5B	2008	Value-Added	96	\$2.5b	Industrial 33%, Office 34%, Multifamily 28%, Retail 5%	ENC 11%, ME 13%, MT 5%, NE 4%, PA 23%, SE 23%, SW 18%, WNC 3%	\$1.1B	\$2.2B	14.44%	11.30%
X	\$1.6B	2012	Value-Added	107	\$2.8B	Industrial 36%, Office, 43%; Multifamily 18%, Retail 3%	ENC 3%, ME 11%, MT 11%, NE 15%, PA 29%, SE 15%, SW 14%, WNC 2%	\$316mm	\$2.9B	17.94%	13.78%
XI	\$618mm	2015	Value-Added	5	\$156mm	Industrial 1%, Office 64%, Multifamily 35%	ME 40%, MT 9%, NE 1%, PA 24%, SW 26%	-	\$156mm	-	-

Burlington Employees' Retirement System
Closed-End Core Plus and Value Add Real Estate Manager Search
Performance Information

Firm Name	TerraCap Management
Product Name	Partners III

Name of Fund	Fund Size (\$mm)	Vintage Year	Fund Type (e.g. Core, Core Plus,)	# of Investments	Gross Cost	Avg. Property Type Distribution	Avg. Geographical Distribution (East, Southeast, Midwest, West)	Return on Cash	Market Value of Invested Assets	Gross IRR	Net IRR
TerraCap Partners, LP	\$26m	2009	Opportunistic	7	\$8m	Land	Southeast US	66%	\$21m	22%	19%
TerraCap Partners II, LP	\$102m	2011	Opportunistic/ Value-add	16	\$118m	Office – Industrial/Flex – Hotel – Multi-Family	Southeast US	53%	\$161m	33%	27%
TerraCap Partners III, LP	\$44m	2014	Value-add	5	\$82m	Office	Southeast US	N/A	\$86m	N/A	N/A