



MINUTES

**Closed Meeting of the Investment Committee
of the Board of Trustees of the
State Universities Retirement System
12:30 p.m., Thursday, February 6, 2014
Chicago Board Options Exchange
400 South LaSalle Street, The Options Institute
Chicago, Illinois 60605**

Upon motion by Trustee Mitchell Vogel, seconded by Trustee John Engstrom and a unanimous roll call vote, the Investment Committee went into closed session under the Open Meetings Act to consider the sale or purchase of securities or investments, or to consider an investment contract, pursuant to §2(c)(7).

The following Trustees were present: Mr. Craig McCrohon, Chair; Ms. Lindsay Anderson, Ms. Jacqueline Berger, Dr. John Engstrom, Mr. Richard Figueroa, Mr. Paul R. T. Johnson Jr., Mr. Andrew Matthews, Ms. Dorinda Miller and Mr. Mitchell Vogel.

Others present: Mr. William Mabe, Executive Director; Mr. Michael Weinstein, General Counsel; Mr. Daniel Allen, Chief Investment Officer; Mr. Douglas Wesley, Deputy Chief Investment Officer; Mr. Albert Lee, Associate General Counsel; Ms. Marilyn Branson, Investment Governance and Compliance Officer; Ms. Karen Hipskind, Executive Assistant; Ms. Mary Pat Burns of Burke, Burns & Pinelli; Mr. Douglas Moseley of NEPC; Ms. Lennine Occhino of Mayer Brown.

Trustee Craig McCrohon noted that the discussion concerns the Fairview Capital Partners (Fairview) transaction and that outside legal counsel was requested to try to negotiate more favorable contract terms than market in order to offset perceived additional risk. Ms. Lennine Occhino presented a progress update, reporting that after the Investment Committee meeting on November 22, 2013, heavy negotiations were conducted regarding the legal documentation. Ms. Occhino advised that Fairview has been very responsive and amenable, all of the desired terms were received, the partnership agreement is being drafted, and she hopes to have the matter completed by the March meeting. Ms. Occhino also discussed the compensation that will be due Fairview, which she advised is exactly as proposed in the request for proposal, as well as the co-investment structure and the duration of the investment.

RETURN TO OPEN SESSION

Upon motion by Trustee Vogel that was seconded by Trustee Andrew Matthews and carried, the Investment Committee resumed its meeting in open session.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "William E. Mabe". The signature is written in a cursive style with a large initial "W".

Mr. William E. Mabe
Secretary, Board of Trustees

WEM:mb