# SOUTH CAROLINA RETIREMENT SYSTEM INVESTMENT COMMISSION

# STATEMENT OF INVESTMENT OBJECTIVES AND POLICIES

**As amended and adopted on June 22, 2017, reaffirmed on September 28, 2017, and further amended on February 8, 2018 and April 12, 2018**

# *TABLE OF CONTENTS*

I. INTRODUCTION ........................................ 3
  A. OVERVIEW ........................................ 3
  B. MISSION ........................................ 3
  C. VISION ........................................ 3
  D. PURPOSE ........................................ 3

II. GENERAL OPERATING POLICIES ........................................ 4
  A. ROLES AND RESPONSIBILITIES ........................................ 4
  B. PRIMARY POLICIES ........................................ 5
  C. GENERAL POLICIES AND PROCEDURES FOR HIRING CONSULTANTS, PROFESSIONAL SERVICES, AND INVESTMENT MANAGERS ........................................ 6

III. INVESTMENT POLICIES ........................................ 9
  A. INVESTMENT OBJECTIVES ........................................ 9
  B. INVESTMENT BELIEFS ........................................ 9
  C. ASSET ALLOCATION ........................................ 10
  D. LONG-TERM EXPECTED RETURN AND RISK ASSUMPTIONS ........................................ 11
  E. ALLOWABLE INVESTMENTS ........................................ 11
  F. GENERAL PROVISIONS RELATING TO THE ALTERNATIVE INVESTMENT PROGRAM ........................................ 12
  G. REBALANCING AND EXPOSURE MANAGEMENT ........................................ 13
  H. RISK MANAGEMENT ........................................ 14
  I. INVESTMENT MANAGER GUIDELINES ........................................ 15
  J. MONITORING AND REPORTING ........................................ 25

IV. PORTFOLIO IMPLEMENTATION AND BENCHMARK ........................................ 27
V. PLACEMENT AGENT POLICY ........................................ 29

VI. SECURITIES LITIGATION POLICY ........................................ 32

VII. IRAN DIVESTMENT POLICY ........................................ 40

VIII. SUDAN DIVESTMENT POLICY ........................................ 45

IX. INVESTMENT AUTHORITY DELEGATION POLICY ........................................ 50

X. ASSET ALLOCATION; BENCHMARKS; LONG-TERM RETURN ASSUMPTIONS

# I. INTRODUCTION

## A. OVERVIEW

Effective July 1, 2017, the South Carolina Public Employee Benefit Authority ("PEBA") and the South Carolina Retirement System Investment Commission are co-trustees of the South Carolina Retirement Systems ("Retirement System"), defined as the South Carolina Retirement System, Retirement System for Judges and Solicitors, Retirement System for Members of the General Assembly, National Guard Retirement System, and Police Officers Retirement System established pursuant to Chapters 1, 8, 9, 10 and 11 of Title 9. The funds and assets of the Retirement System are not funds of the State, but are instead held in trust as provided in Section 9-16-20.

The Retirement System Investment Commission ("Commission" as the governing body, "RSIC" as the agency) was created in 2005 and has the exclusive authority to invest and manage all assets of the Retirement System pursuant to Section 9-16-20.

## B. MISSION

The Commission will fulfill its fiduciary responsibility by prudently managing all assets held in trust for the sole benefit of the participants and beneficiaries of the South Carolina Retirement Systems. It will seek superior long-term investment results at a reasonable level of risk.

## C. VISION

The vision of the Commission is to be a world class investment organization that pursues strategies that contribute positively to the financial health of the Retirement System.

## D. PURPOSE

The purpose of the Statement of Investment Objectives and Policies ("SIOP") is to establish investment and performance objectives, policies and guidelines, roles, responsibilities, and delegation of authority for the management of assets of the Retirement System. The SIOP represents the overall guidelines that apply to the Retirement System's Total Portfolio ("Portfolio" or "Plan"). All decisions that affect the management of the Portfolio must comply with the guidelines contained within this document and be consistent with the laws of the State of South Carolina.

At least annually, the Commission will review the SIOP to determine its continued applicability. If the liquidity needs, actuarial return assumptions, or the market risk/return expectations change, the SIOP will be reassessed in accordance with South Carolina law and Commission objectives. The relevant portion of the SIOP may constitute parts of the Annual Investment Plan ("AIP") pursuant to Section 9-16-50(B). The Commission adopts the SIOP, in its entirety, into the AIP in accordance with Sections 9-16-50(B) and 9-16-330(B).

# II. GENERAL OPERATING POLICIES

## A. ROLES AND RESPONSIBILITIES

The following section outlines the roles and responsibility for each party associated with administration and management of the assets for the Retirement System.

1) PEBA administers a comprehensive program of retirement benefits, performing fiduciary duties as stewards of the contributions and disbursements for the Retirement System. PEBA has the responsibility of producing GAAP basis financial statements for the Retirement System and maintains a general ledger to support that process. The financial statements that are produced by PEBA contain information regarding the investments made by the Commission and as such contain the official accounting records for the Retirement System. The financial statements are presented in accordance with Generally Accepted Accounting Principles and comply with the Governmental Accounting Standards Board standards. The financial statements are audited annually by an independent audit firm hired by the State Auditor's Office.

2) Effective July 1, 2017, PEBA is the custodian of the assets of the Retirement System, and the Commission is responsible for the Retirement System's custodial banking arrangement.

3) The South Carolina General Assembly has the authority to control budget and staffing for the RSIC (S.C. Code Ann. §2-7-60) and to set the actuarial assumed rate of return for the RSIC Portfolio (S.C Code Ann. §9-16-335).

4) In 2005, the Commission was established by South Carolina law to invest and manage all assets of the Retirement System. The RSIC is under the management of an eight member Commission. The Commission's fiduciary responsibilities are addressed in its Governance Policies, include authorizing investment decisions and overseeing the management of the business affairs of the RSIC, in accordance with applicable laws, ensuring legal and ethical integrity, adhering to fiduciary standards, and maintaining accountability.

5) The Commission employs a Chief Executive Officer ("CEO") and a Chief Investment Officer ("CIO"). The Commission's Governance Policies set forth the roles and responsibilities of the CEO and CIO. The CIO and Investment Staff manage the investment functions to implement the Commission's investment decisions, including asset allocation, risk management, investment manager oversight, and other related investment functions, such as establishing and modifying investment guidelines in keeping with the Commission's approval, the SIOP, and applicable law.

6) The Commission engages an external general investment consultant ("Consultant"), who is accountable to the Commission, to work collaboratively with RSIC Staff. Services provided by the Consultant are detailed in the engagement contract and generally include, but are not limited to, recommended asset allocation, asset/liability study, investment due diligence, performance reporting, benchmarking/peer group comparisons, guidance pertaining to governance issues, and analyst resources pertaining to any manager search process or ongoing due diligence. RSIC Staff may rely on the Consultant for manager searches,

operational due diligence, third party manager opinions, data resources, external analyst inputs, and access to industry conferences or educational materials.

7) The Internal Audit department reports directly to Audit Committee which was established by the Commission. The mission of the department is to provide independent, objective assurance and recommendations designed to add value and improve RSIC operations. It assists the entity in accomplishing its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

8) The Enterprise Risk Management and Compliance (ERM and Compliance) department reports directly to Audit Committee. ERM and Compliance is charged with coordinating the assessment and providing oversight related to the identification and evaluation of major strategic, operational, regulatory, informational, and external risks inherent in the business of the RSIC. ERM and Compliance is also responsible for overseeing the process for monitoring compliance with RSIC policies and applicable laws, as appropriate.

9) External managers[1] are engaged to implement specific strategies on the Retirement System's behalf. The investment managers have discretion to manage specific investment strategies to meet the policy objectives and guidelines.

10) Staff manages and invests certain assets directly, or internally. Staff is responsible for adhering to the investment policy objectives and guidelines for those assets.

## B. PRIMARY POLICIES

The Commission, the Staff, and the Consultant work jointly to design and implement operating and investment policies. These primary policies include the set of governance policies, internal operating policies, the SIOP, and the AIP. These policies are subject to revision, and several require adoption by the Commission.

1) Governance Policies
The Commission will revise the Governance Policies as needed. The Commission anticipates an in-depth review and revisions to the Governance Policies every three years. The Governance Policies include the following components:

- Commission Roles and Responsibilities
- Chairman and Vice-Chairman Roles and Responsibilities
- CIO and CEO Roles and Responsibilities
- Commission Operations
- Executive Staff and Commission Evaluations
- Committees

[1] For purposes of the SIOP, references hereafter to "manager" will include an investment manager, investment advisor, general partner, managing member, or fund, as applicable.

- Communications
- Service Provider Selection Policy

2) Internal Operational Policies
The CEO is responsible for designing, implementing, and monitoring operating policies and procedures. The CEO may delegate certain items to Staff. The primary operating policies include the following:

   - Memorandum of Understanding with PEBA
   - Personnel Policies
   - Information Technology Policies
   - Administrative Policies (travel, purchasing, etc.)

3) SIOP and AIP
Annually, the Commission adopts the SIOP, which provide the objectives, policies, and guidelines for investing the assets of the Retirement System. The SIOP provides the framework pursuant to which the CIO and Staff draft the AIP. The purpose of the AIP is to provide a formal plan for investing the Retirement System's assets to achieve the Commission's investment objectives and mission. South Carolina law requires the CIO to submit the proposed AIP to the Commission no later than April 1st of each year, and the Commission must meet no later than May 1st of each year to adopt the proposed AIP for the following fiscal year (§9-16-320). The Commission may amend the AIP during the fiscal year as it deems appropriate.

   The Commission authorizes the CIO to implement the approved AIP, as designated herein and in the SIOP, through a standardized process that is guided by an Internal Investment Committee ("IIC"). The IIC, chaired by the Chief Investment Officer, makes investment recommendations to the Commission. The IIC directs a process whereby Staff, the Consultant, and third party subject matter experts review both current investments and new investment prospects with respect to the Portfolio's goals and constraints. Due diligence is performed on both investment strategy and operations (for external managers) according to the due diligence guidelines as developed by Staff. Ongoing due diligence for approved managers and/or strategies is conducted by Staff according to the due diligence guidelines.

   The CIO has final internal authority over all Staff investment recommendations that are submitted to the Commission. In addition, the Commission authorizes the CIO to manage the Portfolio in a prudent manner given prevailing market conditions and the status of any individual investment within the established guidelines and processes. The CIO is accountable to the Commission for investment actions that deviate from the normal process.

## C. GENERAL POLICIES AND PROCEDURES FOR HIRING CONSULTANTS, PROFESSIONAL SERVICES, AND INVESTMENT MANAGERS

In addition to State processes and applicable law, the Commission has adopted a Service Provider Selection Policy to govern the selection, monitoring, and reporting of RSIC's service providers. The policy does not include or apply to associate legal counsel, which may be retained upon approval by and in accordance with the procedures required by the South Carolina Attorney General. According to the Commission's policy, service providers are classified in two general categories: Named Service Providers and Other Service Providers.

Named Service Providers include investment managers/advisors, investment consultants, consultants retained for non-investment related matters (e.g. recruiting firms), financial and/or actuarial professionals for services relating to the RSIC and/or investments, and other service providers as deemed appropriate by the Commission. The CEO and CIO are responsible for coordinating and/or conducting all necessary due diligence relating to the engagement of Named Service Providers and making recommendations to the Commission. The Commission reviews and approves the selection of Named Service Providers.

Other Service Providers include providers of investment analysis tools, operational service providers, technical support assistance, and other service providers as appropriate. Unless the Commission determines otherwise, the CEO and CIO will be responsible for engaging and terminating service providers other than Named Service Providers. In selecting a service provider, the Commission, CEO, and CIO, as applicable, will consider as broad a universe of qualified service providers as is practical and reasonable given the budgetary, staffing, time, and other relevant factors in accordance with the South Carolina Procurement Code and Commission policies.

All service providers are subject to regular and appropriate monitoring throughout the term of the engagement. Criteria for review may include performance, Staff satisfaction, competitiveness of fees/costs, quality of reporting, compliance with contractual terms and other criteria deemed appropriate for the engagement. The CEO, CIO or Consultant, as applicable, are responsible for informing the Commission of any material issues or actions taken pertaining to service providers. Monitoring and reporting is conducted on an individual basis based on the nature of the provider and/or services and in accordance with the contract, Commission policies, and applicable law. Termination of a contract with a service provider may be based on factors including, but not limited to, compliance with the terms of the engagement, laws or regulatory standards.

Service providers, including consultants and investment managers, will be compensated commensurate with the services provided and industry practices. The Commission will pursue cost savings through structural efficiencies and will strive for fee reductions through negotiations.

Investment fees will be evaluated based on their cost relative to passive exposures, the manager's skill for capturing risk premium, and relative to industry/peer standards. Staff gathers actual fees and provides annual public disclosure of all fees paid to external managers. The Consultant has been tasked with a fee analysis and peer comparison report upon which future perspectives and decisions may depend.

Operating expenses applicable to internal investment operations and the general business of the RSIC are managed by the CEO within the parameters of the annual budget as approved by the General Assembly.

Both service providers and managers are hired through contractual engagements which have a terminal date or event. The Commission may terminate a service provider or manager subject to the terms of the contractual arrangement for a variety of reasons to include, but not limited to, breach of contract, change of services required, or for performance reasons.

Termination of a manager may occur whenever the Commission determines that its objectives can more efficiently or effectively be met by the selection of another manager or under a different management mandate. The Commission retains the right to terminate a manager with or without cause and at any time. It should be noted that termination rights may not apply to certain types of investment structures (e.g.typical private markets funds). Circumstances which suggest an immediate review and a possible termination include, but are not limited to, the following:

1) Manager changes strategy or investment style;
2) Critical elements of the investment process have deteriorated;
3) Transaction costs are unreasonable;
4) Management fees are higher than similarly styled managers for similarly sized portfolios;
5) Manager is unable to meet the performance expectations within the risk tolerance specified;
6) Material organizational or personnel changes;
7) Manager is not complying with the applicable provisions of the Commission's SIOP;
8) Manager is not complying with the applicable provisions of the Commission's AIP.

# III. INVESTMENT POLICIES

The assets of the Portfolio should be invested and managed based on the specific and unique set of goals, needs and circumstances of the Plan, to include consideration of the liabilities, liquidity, funded status, actuarial required rate of return, limitations imposed by applicable law, and current and expected economic and market conditions. The RSIC incorporates and relies on acceptable investment theory and principles when developing investment policies for the Portfolio. This policy defines the goals, objectives and guidelines of the investment program.

## A. INVESTMENT OBJECTIVES

The Commission's objective is to earn the most appropriate risk-adjusted return in consideration of the specific goals, needs and circumstances of the Retirement System, and to act in the exclusive interest of the members of the Retirement System. The Portfolio will be invested with a long-term horizon, and structured to seek to achieve the following objectives:

1) A diversified portfolio that achieves a rate of return greater than the actuarially assumed rate of return
2) A rate of return greater than that of the Policy Asset Allocation return while maintaining a similar risk profile
3) A rate of return for each asset class greater than its benchmark return with a prudent level of risk
4) Maintain sufficient liquidity to pay benefits in a timely manner
5) Optimize the implementation of the asset allocation in an efficient manner

## B. INVESTMENT BELIEFS

Investment beliefs are the foundation of the investment policy that governs our management of the Retirement System's assets and form the basis for asset allocation and investment management decisions.

We believe that:

1. The investment strategy must be guided by the specific goals, objectives, and requirements of the Plan with consideration of all Plan participants. These considerations include the current and forecasted financial condition of the Plan, which encompasses the actuarial assumed rate of return, the funding status, the level of employee and employer contributions, cost-of-living adjustments, and liquidity.
2. Asset allocation is the primary determinant of performance variance. Diversification across various risk premia is a key risk management strategy, and is expected to enhance risk-adjusted returns, over a market cycle.
3. It is necessary to invest in certain assets that exhibit different levels of volatility and risk in order to earn the actuarial required rate of return. We expect to earn a return that is commensurate with the level of risk involved in the investment. We also understand and accept that we are

investing with a long-term focus, and that in certain economic environments we may experience investment losses.

4. Markets are efficient over the long-term, but can experience periods of dislocation. These dislocations create opportunities for investors to earn higher risk-adjusted returns for taking equity, credit, rate, inflation, illiquidity, and other risks.
5. Investment decisions will at times consider an array of different factors, including a manager's capabilities, expected costs and benefits, portfolio fit and impact, investment structure, implementation options (such as active vs. passive, public vs. private, and internal vs external), and tactical or rebalancing effect. Outcomes must be reviewed periodically as valuations change.
6. It is important to foster a culture that values eagerness to question and understand complexity and the discipline to rigorously challenge assumptions, biases, and relevant risks.

## C. ASSET ALLOCATION

Among the decisions the Commission can make, asset allocation has the most significant impact on the Portfolio's return and risk profile. Diversification at both the Portfolio and manager level is a key component to managing risk. Active rebalancing generates costs such as trading commissions, market impact, and potential market timing costs. These costs are to be taken into consideration when developing a plan to rebalance the Portfolio.

In addition to performance expectations, the implementation decision is based on accessibility of markets, cost of implementation, and expected market efficiency. The Commission will use a combination of internal and external managers, as well as active, enhanced, or passive strategies to implement the asset allocation. Exposure may be obtained in derivative, cash, or physical markets.

Relative to the investment horizon, the Commission will typically invest with a long-term perspective. However, the Commission may also implement shorter-term investment strategies to mitigate the impact of expected market dislocations or to exploit market opportunities.

Based on the Commission's determination of the appropriate risk tolerance for the Portfolio and its long-term return expectations, it has authorized the long-term Policy Asset Allocation set forth in Section X of this document, including target allocations and benchmarks for each asset class that became effective as of July 1, 2018.*

* ***Note***: the asset allocation ranges shown in Section X became effective on April 12, 2018.

In addition to the asset class ranges and targets set forth in Section X, the following additional constraints have been adopted by the Commission:

- The private equity, private debt, real estate, and infrastructure asset classes have floating targets, which will be adjusted based on actual allocation at the prior month end.
- Due to Staff's intention to focus on high conviction investments within private equity, private debt, real estate and infrastructure ("Private Markets"), at times the allocations to

these illiquid asset classes may fall outside the referenced ranges. Should they believe that any of the Private Markets allocations will fall outside of the ranges, Staff and Consultant will communicate this to the Commission.

- Portable alpha strategies will be capped at 12 percent of total assets.
- Hedge funds (including all hedge funds used in portable alpha implementation) would be capped at 20 percent of total assets.

Pursuant to S.C. Code Ann. §9-16-340(B), this policy must also include the minimum and maximum allocations to equity investments on an ongoing basis, not to exceed 70 percent. While State law does not stipulate whether the limitation of 70 percent is based on cost or market value, the Commission manages this limitation on a market value basis. Therefore, in the event that the allocation to equity investments exceeds 70 percent of the total market value of the Portfolio, the CIO is required to rebalance the Portfolio.

## D. LONG-TERM EXPECTED RETURN AND RISK ASSUMPTIONS

Copies of the Consultant's 20-year capital market assumptions for each asset class and correlation assumptions for each asset class, both provided by the Consultant to the Commission in February 2018, may be found in Section X of this document.

## E. ALLOWABLE INVESTMENTS

The assets of the Retirement System may be invested in those investments pursuant to Section 9-1-1310. These investments include, but are not limited to, futures, forward contracts, swaps, and options, equities, bonds, loans, 144(A)'s, exchange traded funds, American Depository Receipts, real property, and real estate investment trusts. These investments may be listed, exchanged traded, or over the counter, negotiated contracts or investments.

The investments must be made per the terms of each manager's specific governing documents and in accordance with the limitations outlined in the SIOP and AIP. In certain cases, leverage may be utilized in the implementation of these asset classes in accordance with each manager's specific governing documents and in keeping with the investment limitations outlined in this policy. Currency hedges may also be used for non-dollar exposures within each respective asset class as outlined in each manager's governing document. Other portfolio hedges may be used to mitigate risk or gain certain exposure within the portfolio.

In addition to the instruments outlined in the paragraph above, for every asset class, a variety of investment structures may be utilized depending on the nature of a particular investment. In accordance with the terms of the investment limitations outlined in this policy, these structures may include, but not be limited to, mutual funds, limited partnerships, limited liability companies, strategic partnership, trusts, commingled vehicles, fund-of-funds, and separately managed accounts[2] in which assets may be held by an external custodian who is selected and monitored by the external manager or general partner.

1) Restricted Investments:

   a. Terrorist Sponsors: The Commission will not invest in any security or obligation issued by a company or a corporation that is a known sponsor of terrorist organizations or of a company domiciled in a country that is a recognized sponsor of terrorism or terrorist organizations as based on reports from the Office of Terrorism and Financial Intelligence of the Department of Treasury and the Country Reports on Terrorism by the Office of the Coordinator for Counterterrorism of the U.S. Department of State.
   b. Sudan and Iran Divestment Laws: The managers of the Portfolio's accounts **other than** index funds, commingled funds, limited partnerships, derivative instruments or the like are required to assist the Commission in meeting its obligations under the following laws:
      (1) S.C. Code Ann. §9-16-55 sets forth limitations on investment in certain types of companies that are engaged in active business operations in Sudan. See Section VIII of the SIOP for additional information.
      (2) S.C. Code Ann. §11-57-10 et seq. sets forth limitations on investment in certain types of companies that are engaged in business operations in Iran. See Section VII of the SIOP for additional information.

## F. GENERAL PROVISIONS RELATING TO THE ALTERNATIVE INVESTMENT PROGRAM

South Carolina law, the Employee Retirement Income Security Act of 1974 ("ERISA"), and the Uniform Management of Public Employee Retirement Systems Act of 1997 ("UMPERSA") each have similar or compatible, albeit not identical, definitions and responsibilities of fiduciaries with respect to managing and investing assets of retirement systems. For clarity and consistency, it is prudent for the Commission to declare standards for interpretation of certain terms used in these sources.

For purposes of investments by, and implementation of, the Alternative Investment Program, the "Plan Assets" of the Retirement System include the System's ownership interest in the following entities (e.g., a share or a unit), but do not include the underlying assets owned by the entity itself:

1) A registered investment company;
2) A registered security that is widely held and freely transferable;
3) an entity in which "benefit plan investors" hold less than 25% of the equity interest as defined and determined by ERISA §3(42);
4) An "operating company" engaged in the production or sale of a product or service other than the investment of capital;
5) A "real estate operating company" or REOC (which actively manages and develops real estate consistent with U.S. Department of Labor ERISA regulations);
6) A "venture capital operating company" or VCOC (which actively manages "venture capital investments" consistent with U.S. Department of Labor ERISA regulations);

[2] For purposes of the SIOP, reference hereafter to "fund" will include a limited partnership, limited liability corporation, or commingled vehicle, as applicable.

7) A private investment partnership or offshore investment corporation the offering memorandum of which allows for the entity to take both long and short positions, use leverage and derivatives, and invest in many markets.

Where the Commission invests in an entity that does not hold Retirement System's assets, the Commission's decision to invest in the entity will be subject, inter alia, to the South Carolina fiduciary rules set forth in S.C. Code Ann. §9-16-10 et seq., and the ethics laws set forth in S.C. Code Ann. §8-13-110 et seq., but the transactions engaged in by the entity generally will not be subject to the same rules.

On occasion, the Commission will need to interpret statutes while implementing and administering the investment program. Whenever the South Carolina statutes are substantively similar to provisions of ERISA or UMPERSA, and to the extent practicable and consistent with South Carolina law and other principles of general application relating to public pension plans, the Commission intends to use (1) pertinent provisions of ERISA; (2) interpretive rules and regulations of the U.S. Department of Labor relating to ERISA; and (3) the Reporter's official comments to UMPERSA for guidance.

## G. REBALANCING AND EXPOSURE MANAGEMENT

The asset, sub-asset and manager allocations will be reviewed, at least quarterly, by Staff to determine whether the Portfolio is within its allocation ranges. The Commission delegates to the CIO or his designee the authority to execute manager and/or securities transactions to implement rebalancing, cash management, or other authorized investment strategies within target ranges.

The spirit of this Policy is to implement the investment strategy at a reasonable cost within the targets and ranges established by the Commission, recognizing that constant rebalancing to the exact target is not economically justified. Therefore, in some cases, no action will be the appropriate response. However, when an allocation reaches its minimum or maximum allocation, Staff must initiate rebalancing transactions to keep allocations within the approved ranges. Otherwise, Staff will seek Commission approval to remain outside the ranges.

1) Private Markets: As of July 1, 2018, the range for total Private Market exposure (Private Equity, Private Debt, Real Estate and Infrastructure) is 14% to 42%.
2) Hedge funds: Hedge funds may be used within the Opportunistic, Global Equity, Real Assets and Diversified Credit asset classes. In total, hedge fund exposures shall not exceed 20% of the Portfolio assets.
3) Manager level: Concentration risk with respect to significant reliance on any single external manager is reviewed regularly by Staff. Mitigation of the risks associated with operational, headlines/reputational, performance, or fiduciary related issues, the effects of which are more significant with larger allocations, is managed prudently by maintaining a diversified allocation policy within each asset class.
   Given the size of the Portfolio, RSIC Staff must balance the risks noted above with the simplicity and economic benefits associated with fewer managers at larger allocations. Additional perspectives such as the costs/benefits of passive vs. active market exposure and

the expanding capabilities to implement the strategies directly via internal asset management are becoming increasingly more important.

At the total Portfolio level, external manager limits are applied to three categories according to the nature of the investment mandate: Specialty Mandates, Broad Mandates, and Private Markets (including Strategic Partnerships). The category limits, and examples of each category's components, are:

a. Broad Mandates: 7.5% of total Portfolio assets. Examples include Global Equities, Core Fixed Income, Global Fixed Income, Global Asset Allocation, and Enhanced Strategies.
b. Specialty Mandates: 4.0% of total Portfolio assets. Examples include Specialty Equities, Credit, Emerging Markets Debt, Emerging Markets Equity, and Hedge Funds.
c. Private Markets Mandates: These mandates will be at the dollar commitment as approved by the Commission. This includes approved capacity to Strategic Partnerships.

The allocation limits are not applicable to cash, passive mandates, or other beta implementations.

## H. RISK MANAGEMENT

This portion of the policy focuses on investment risk management to ensure that a system is in place to monitor risk levels. While many risks are prevalent, the main risk for the Retirement System is that the assets may not support the liabilities over the long term. The following steps are taken to mitigate this and other risks within the portfolio:

1) PEBA provides an actuarial valuation each year to measure the Retirement System's funding ratio and other pertinent financial information.
2) At least every five years, a formal, external asset/liability study will be prepared for the Commission, and it may include an evaluation of the Commission's investment strategy as set forth in S.C. Code Ann. §9-16-320(G). The purpose of this study is to ensure that the current portfolio design is structured to meet the system's liabilities. Annually in the interim, the CIO and Consultant will submit an opinion to the Commission that addresses the continued prudence of the current asset mix in achieving the actuarial assumed rate of return over the long term.
3) Governance policies, internal policies and investment policies are in place to clearly outline the desired outcomes, roles and responsibilities, investment guidelines, benchmarking and portfolio evaluation, and reporting requirements.

At the Portfolio level, staff will:

1) Maintain the Portfolio's asset allocation within the limits established by this policy.
2) Maintain manager level and strategy level diversification, and adhere to the limits within this policy or as contracted with the manager.
3) Adhere to policies and procedures established by the Commission.
4) Maintain adequate liquidity for benefit payments and capital calls.

5) Track and manage the counterparty risk with respect to the Overlay program.

## I. INVESTMENT MANAGER GUIDELINES

Full discretion in implementing the investment strategy, within the parameters of all applicable guidelines described herein, is granted to the Commission's investment managers regarding the selection of securities and the timing of transactions within the portion of the Portfolio allocated to each manager. Unless otherwise approved and stated in the contract with the manager, the following guidelines apply to the asset classes below where assets are invested in separately managed accounts.

For all accounts, the Commission expects the purchase and sale of its securities to be conducted in a manner designed to receive the best combination of price and execution. The Commission may evaluate policies that provide for the most efficient and effective trading process.

Compliance with all applicable guidelines must be monitored by the investment managers on a regular basis (quarterly or more frequently when market conditions warrant) and based on then current market values. Securities that, at purchase, would move the account out of compliance with these guidelines, based on the investment manager's most recent valuation, may not be purchased.

In the event that an account moves out of compliance with the applicable guidelines, through market conditions or other changes outside the control of the manager, the manager must bring the account composition back into compliance within 45 days or make a written request to the Commission for a compliance waiver.

1) Passive Equity Manager Guidelines

   Passive strategies are expected to have characteristics substantially similar to an underlying benchmark. For example, a large cap passive equity account must have substantially similar capitalization and sector exposure to the corresponding, large cap benchmark.

2) Domestic Active Equity Manager Guidelines

   The guidelines listed below will apply to all actively-managed domestic equity accounts, unless otherwise specifically noted or waived by written consent:

   a. Domestic equity purchases are limited to common stocks, preferred stocks, mutual funds, Exchange Traded Funds ("ETFs"), American Depository Receipts ("ADRs") and convertibles that are publicly traded. Exceptions must be approved by the Commission in advance;
   b. Managers should disclose whenever a single holding accounts for more than 6% of the allowable equity portion of the account managed for the Retirement System at market value;

c. The Retirement System’s domestic equity accounts are expected to be fully invested. Managers are encouraged to utilize appropriate ETFs relative to the account benchmark. In no case shall manager’s cash exceed 5% after equitizing available cash in an appropriate ETF unless the manager notifies Staff and the Consultant within two business days and furnishes an explanation for the deviation from this guideline;
d. No single holding in the Retirement System’s Portfolio shall account for more than 5% of the outstanding common stock of any one corporation;
e. The purchase of ADRs, stocks or convertibles in foreign companies which are publicly traded securities may be held by each domestic stock manager in proportions which each manager deems appropriate, up to 10% of the account at market value (foreign companies are defined as incorporated outside of the U.S. and performing a predominant portion of their business outside of the U.S.). Securities purchased that are part of the manager’s domestic benchmark are excluded from the 10% limit;
f. Convertible bonds, convertible preferred stocks, warrants, rights, and ETFs may be purchased as equity substitutes as long as they meet the equity guidelines listed above.

3) International Active Equity Manager Guidelines

The guidelines listed below will apply to all international active equity accounts, unless otherwise specifically noted:

a. Short-term reserves may be held in U.S. dollar denominated, local currency securities, or investment vehicles available through the custodial bank;
b. Managers may purchase or sell currency on a spot basis to accommodate securities settlements;
c. Managers may enter into forward exchange contracts on currency provided that use of such contracts is designed to dampen account volatility or to facilitate the settlement of securities transactions;
d. International equity accounts are expected to be fully invested. Managers are encouraged to utilize suitable ETFs relative to the account benchmark. In no case shall manager’s cash exceed 5% after equitizing available cash in appropriate ETFs unless the manager notifies Staff and the Consultant within two business days and furnishes an explanation for the deviation from this guideline;
e. Equity securities should be issued by corporations chartered outside the U.S., although the manager has latitude to hold other securities provided that such investment is consistent with attainment of the account’s investment objectives and does not exceed 10% of the account's market value. American Depository Receipts (“ADRs”) do not apply toward this 10% limitation;
f. The number of issues held and their geographic or industry distribution will be at the discretion of the investment manager, provided that equity holdings in any one company (including ADRs, common stock and convertible securities) do not exceed 6% of the market value of the account. Additionally, bonds of the companies in question should be included in the exposure calculation if held in the manager's account;
g. Managers with developed country international equity mandates may invest up to 10% of their account in the non-developed markets; and

h. Managers with an emerging markets equity mandate may invest up to 10% of their account(s) in markets not deemed to be emerging markets, subject to the guidelines listed above.

4) Core Fixed Income Manager Guidelines

The guidelines listed below will apply to all core fixed income accounts, unless otherwise specifically noted.

a. In all Fixed Income strategies, "Investment Grade" is defined as: a rating of BBB- or higher from S&P, BBB- or higher from Fitch, or Baa3 or higher from Moody's.
b. Core fixed income investments may include U.S. Government and Federal Agency obligations, TIPS, corporate bonds, debentures, commercial paper, certificates of deposit, Yankee bonds, mortgage-backed securities, bank loans, and other instruments deemed prudent by the investment manager;
c. No more than 6% of the market value of the domestic fixed income assets may be invested in the debt securities of any one issuer, except that no limitations on issues and issuers will apply to obligations of U.S. Government and Federal Agencies;
d. Issues below Investment Grade at the time of purchase may be purchased up to a maximum of 20% of the account;
e. Notwithstanding the above, each manager is allowed to hold a maximum of 5% of the account in bank loans;
f. Managers may invest up to 20% of their account in non-U.S. fixed income securities regardless of currency and may hold foreign currency;
g. The overall average quality of each core U.S. fixed income account must be rated Investment Grade or higher by Moody's, Fitch or Standard & Poor's. Split-rated securities will be measured using the lower ratings. Non-rated issues may be purchased up to a maximum of 10% of the Account;
h. The diversification of securities by maturity, quality, sector, coupon and geography is the responsibility of the manager. Active bond management is encouraged as deemed appropriate by the investment manager;
i. The average duration (interest rate sensitivity) of an actively managed account must not differ from the passive benchmark's duration by more than plus or minus 50% of the benchmark duration;
j. Derivative contracts as delineated in the Allowable Investments section above may be utilized for duration management and managing yield curve exposures. Additionally, credit default swaps may be utilized to increase or decrease credit exposure; and
k. Any mortgage-backed securities ("MBS") will be subject to the constraints listed below:
    i. Agency fixed and floating rate pass-throughs, U.S. Treasury securities, and cash equivalents can be held without limitation;
    ii. Inverse floating rate, interest only ("I/O"), principal only ("P/O"), and accrual CMOs in aggregate will be limited to 15% of the mortgage securities account, with no more than 5% of the account invested in accrual CMOs. In the event that other types of mortgage-related securities with risk characteristics similar to those in this

category are developed, the manager will inform the CIO of those securities and they will be included in this 15% limitation;

iii. All other types of mortgage-related securities not explicitly cited herein will be limited to an aggregate 20% of the account; and

iv. The Commission recognizes that the calculation of the duration of a mortgage-backed security involves assumptions as to the expected future prepayment rate for the security at the time of calculation and that prepayment rates cannot be precisely determined in advance. However, the manager is expected to calculate expected duration prior to the initial purchase of a security and on a routine basis in monitoring the account's compliance with these guidelines.

5) Short Duration & Cash:

a. Internally managed Short Duration and Cash accounts guidelines:

i. Securities issued in a currency other than the USD may not be purchased for these accounts;

ii. Short Duration and Cash investments may include but are not limited to, Treasuries, Agencies, Commercial Paper, Banker's acceptances, Repurchase agreements, Corporate debt securities, and other money market and fixed income securities eligible under South Carolina law; The maximum final maturity of any security purchased for these accounts must be 3 years or less from purchase date; except in the case of new issues with a final maturity limit measured as one that matures within three years of the month that it was purchased; No more than 5% of these accounts may be invested in the securities of any one issuer (at the time of purchase), with the exception of U.S. government and agency securities;

iii. No more than 10% of these accounts may be invested in securities of any one issue;

iv. The allocation to corporate debt securities may not exceed the greater of (a) 40% of the accounts or (b) the representative weight in the benchmark index plus five percent at the time of purchase, except in the event that the portfolio has had to sell securities to raise cash. In this event, the accounts can be repositioned over a period not to exceed 30 days;

v. Sector weightings are limited to +/-50% of the benchmark weighting.

vi. Securities must be rated as investment grade or better by a nationally recognized statistical rating organization at the time of purchase. In the event that an issue has a "split rating", the lower of the ratings will govern suitability.

vii. In the event that a security is downgraded or otherwise ceases to meet the above rating criteria, it may continue to be held in these accounts, however additional purchases are not permitted until such time that it meets the aforementioned rating guidelines.

b. External managers may be used for short duration mandates with the following guidelines:

i. Securities issued in a currency other than the USD may not be purchased for these mandates;

ii. Short duration fixed income securities may include but are not limited to:
    a) U.S. Government Securities
    b) Sovereign and Supranational denominated in U.S. Dollars
    c) Money market instruments
    d) Repurchase agreements (fully collateralized with approved eligible investments)
    e) Municipal securities (taxable and non-taxable)
    f) MBS (Agency and non-Agency issued and collateralized) including but not limited to:
        a. Residential mortgage-backed securities (RMBS)
        b. Commercial mortgage-backed securities (CMBS)
        c. Mortgage pass-throughs
        d. Collateralized mortgage obligations (CMOs)
        e. Adjustable rate mortgages (ARMs)
        f. Mortgage dollar rolls
    g) Asset backed securities (ABS) including but not limited to:
        a. Credit cards
        b. Autos
        c. Student Loans
        d. Home Equity
    h) Corporate debt securities

iii. High yield securities (Includes calls, tenders, take-outs, bank debt, unregistered 144As)

iv. Opportunistic investments in investment grade securities, convertibles, Treasuries

v. Use of Credit Default Swaps is prohibited in these mandates.

vi. The maximum final maturity of any security purchased for these mandates must be 3 years or less from purchase date; except in the case of new issues with a final maturity limit measured as one that matures within three years of the month that it was purchased;

vii. No more than 5% of the mandates may be invested in the securities of any one issuer (at the time of purchase), with the exception of U.S. government and agency securities;

viii. No more than 15% of the mandate can be invested in any one industry. No more than 25% of the mandate can be invested in any one GICs sector.

ix. The minimum average credit quality of the mandate should be B+. No securities rated below CCC at time of purchase may be included.

6) High Yield Fixed Income Manager Guidelines

The guidelines listed below will apply to high yield fixed income managers, unless otherwise specifically noted:

a. Managers may invest up to 40% of their accounts in non-U.S. fixed income securities unless limited by their contract;

b. Managers are allowed to hold a maximum of 25% of the account in bank loans;
c. No more than 6% of the market value of the account may be invested in the debt securities of any one issuer;
d. The average credit quality for the account should be no lower than B-, average quality should be calculated using the lower of split ratings. Split-rated securities will be measured using the lower ratings. Non-rated issues may be purchased up to a maximum of 10% of the Account;
e. Managers may not purchase issues with a quality rating lower than C, and should a holding be downgraded to a rating lower than C, the manager must notify the Consultant and Investment Staff within two business days, unless otherwise specifically noted in IMA, and furnish Staff with an explanation for the deviation from this guideline within three business days;
f. The average duration (interest rate sensitivity) of an actively managed account must not differ from the passive benchmark's duration by more than plus or minus 50% of the benchmark duration;
g. Managers may invest up to 10% of their accounts in municipal securities (taxable and nontaxable); and
h. Derivative contracts as delineated in the Allowable Investments section above may be utilized for duration management and managing currency and yield curve exposures. Additionally, credit default swaps may be utilized to increase or decrease credit exposure.

7) Bank Loans

The guidelines listed below will apply to all bank loan accounts, unless otherwise specifically noted.

a. Managers may invest up to 40% of their accounts in non-U.S. fixed income securities unless limited by their investment management agreement;
b. Managers are allowed to hold a maximum of 25% in high yield securities;
c. No more than 6% of the market value of the account may be invested in the debt securities of any one issuer;
d. The average credit quality for the account should be no lower than B-, average quality should be calculated using the lower of split ratings. Split-rated securities will be measured using the lower ratings. The allocation to non-rated issues may be the higher of the index allocation or 10% of the Account;
e. Managers may not purchase issues with a quality rating lower than C, and should a holding be downgraded to a rating lower than C, the manager must notify the Consultant and Investment Staff within two business days, unless otherwise specifically noted in investment management agreement, and furnish Staff with an explanation for the deviation from this guideline within three business days;
f. Derivative contracts as delineated in the Allowable Investments section above may be utilized for duration management and managing currency and yield curve exposures. Additionally, credit default swaps may be utilized to increase or decrease credit exposure.

8) Structured Credit

The guidelines listed below will apply to all structured credit accounts, unless otherwise specifically noted.

a. Managers may invest up to 40% of their accounts in non-U.S. fixed income securities unless limited by their investment management agreement;
b. Managers may invest no more than 5% in a single traunche, no more than 20% to a single manager, and no more than 20% in a single security;
c. The average credit quality for the account should be no lower than BBB-, average quality should be calculated using the higher of the split ratings. Split-rated securities will be measured using the lower ratings. The allocation to non-rated issues may 10% of the Account;
d. Derivative contracts as delineated in the Allowable Investments section above may be utilized for duration management and managing currency and yield curve exposures. Additionally, credit default swaps may be utilized to increase or decrease credit exposure.

9) Global Fixed Income Manager Guidelines

The guidelines listed below will apply to all Global Fixed Income ("GFI") accounts, unless otherwise specifically noted:

a. Excluding government sponsored enterprises, no single non-government debt security shall constitute more than 6% of a global bond account, as determined at the time of purchase. Securities issued by AAA-rated supranational organizations (such as the World Bank) will be considered to be government equivalents;
b. No industry, as defined by the Barclays Capital Global Aggregate Index, except securities issued or guaranteed by a government, its agencies or instrumentalities, or government sponsored entities of the United States, Canada, United Kingdom, Germany, France, Australia, New Zealand and Japan, or securities issued or guaranteed by AAA-rated supranational entities will comprise more than 25% of the market value of the account, as determined at the time of purchase;
c. Short-term reserves may be held in U.S. dollar denominated or local currency securities or investment vehicles available through the Retirement System's Custodian;
d. Managers may invest in securities issued in any currency and may hold foreign currency. Managers may hedge all or a portion of their currency exposure through the use of foreign currency exchange contracts, including non-delivery forward foreign exchange contracts and cross hedges. Managers may invest in currency-linked non-leveraged structured notes;

e. Common stock may be held if it is acquired as a result of financial restructuring, bankruptcy, or from an exchange or conversion of a permissible security held in the account;
f. The average overall quality of each GFI account must be A- or higher, as rated by S&P, Moody's or Fitch. Non-rated issues or bank loans may be purchased, provided that in the judgment of the manager, they are of a quality sufficient to maintain the average overall account quality of A- or higher. Issues below Investment Grade at the time of purchase may be purchased up to a maximum of 20% of the account. Emerging market debt may not comprise more than 40% of the account. Combined, these last two allocations should not exceed 50% of the account;
g. Managers may continue to hold securities that are downgraded in quality subsequent to their purchase if, in the opinion of the manager, it would be advantageous to do so, so long as the overall portfolio remains in compliance with the guidelines set forth.
h. The average effective duration (interest rate sensitivity) of a GFI account must not differ from the passive benchmark by more than three years; and,
i. Notwithstanding the above, each manager is allowed to hold a maximum of 5% of the account in bank loans.

10) Emerging Market Debt Manager Guidelines

The guidelines listed below will apply to all Emerging Market Debt ("EMD") accounts, unless otherwise specifically noted:

a. No single debt security shall constitute more than 6% of the EMD account, as determined at the time of purchase;
b. Each manager may hold a maximum of 5% of the account in bank loans;
c. No industry, as defined by the J.P. Morgan Emerging Markets Bond Global Index ("JPM EMBI Global") Index, will comprise more than 25% of the market value of the account, as determined at the time of purchase;
d. Short-term reserves may be held in U.S. dollar denominated or local currency securities or investment vehicles available through the Retirement System's Custodian;
e. Managers may invest in securities issued in any currency and may hold foreign currency. Managers may hedge all or a portion of their currency exposure through the use of foreign currency exchange contracts, including non-delivery forward foreign exchange contracts and cross hedges. Managers may invest in currency-linked non-leveraged structured notes;
f. Decisions as to the number of issues held and their geographic distribution will be the responsibility of the manager;
g. Common stock may only be held if it is acquired as a result of financial restructuring, bankruptcy, or from an exchange or conversion of a permissible security held in the account; and,
h. From time to time, the Commission, upon the recommendation of the Consultant and CIO, may combine the allocations to U.S. High Yield and Emerging Market Debt in a manager allocation that includes Global Bonds. Such a manager would be expected to manage in the spirit of the guidelines set forth above.

11) Global Asset Allocation

The guidelines listed below will apply to all Global Asset Allocation (GAA) portfolios.

a. GAA portfolios will be benchmarked against a hybrid 50/50 portfolio (50% MSCI World Index, 50% Citigroup World Government Bond Index). Commission staff may elect to analyze the performance of these managers using an additional customized benchmark for internal purposes.
b. For the purpose of clarity, a GAA manager may use hedged strategies as a part of its implementation. When this is the case, if either (a) the majority of portfolio is invested in hedge funds or (b) the strategy's cost structure resembles that of a hedge fund, then the strategy will be considered a hedge fund. This distinction has relevance for the purpose of determining the Plan's entire hedge fund exposure.
c. The portfolios of GAA managers may be invested in liquid securities and instruments, including but not limited to equities, fixed income securities, bank loans, commodities, futures, swaps, forwards, options, and currencies.
d. These strategies may employ leverage.

12) Alternative Asset Manager Guidelines

The guidelines listed below will apply to all alternative investments, which include Hedge Funds, Private Equity, Private Debt, and Real Estate:

a. The Commission will only invest in alternative assets when there is sufficient transparency and policy compliance reporting. Accordingly, the Commission expects that extensive due diligence will be performed in evaluating and fully understanding all aspects of an alternative investment opportunity;
b. It is anticipated that the alternative investments will typically be structured in the form of a partnership, limited liability company, commingled vehicle, or separately managed account. The investment policies and business terms of these managers will be dictated by the documents and/or agreements governing these relationships;
c. The Commission's initial commitment to a fund will not exceed 25% of the committed capital of that fund, unless the Commission specifically waives or suspends this restriction (i) in order to take advantage of a new firm or product that has not yet built an asset base or (ii) in the case of a fund that has been created specifically for RSIC (e.g., a single LP fund).
d. All partnership investments must have a mechanism and a timetable for exit. Other Alternative Investments should have reasonable and well-defined policies for withdrawal of funds from their strategies;
e. Unless otherwise approved by the Commission, no more than 15% of the long-term targeted alternative asset investment allocation may be invested with a single manager, general partner, or single fund, with the exception of a Fund-of-funds and a Strategic Partnership;

f. Preference will be given to those funds where the general partner equivalent is contributing at least 1% of the capital of the total fund; and
g. A reference check on a general partner or equivalent must be performed prior to investing in a fund. This reference check can be completed and reported by the Consultant, or other service provider, subject to review and approval by the Investment Staff.

13) Strategic Partnerships

The Commission may elect to establish Strategic Partnerships with certain asset managers who are believed to possess specific expertise, knowledge and capabilities for a limited or broad range of investment strategies. The Strategic Partnerships are utilized to implement investment ideas with the specific investment manager of the related Strategic Partnership. Each Strategic Partnership will be reviewed by the Commission periodically. The Commission may delegate certain day-to-day responsibilities to the CIO and/or Deputy CIO with respect to the Strategic Partnerships.

The investment approval and evaluation process within the Strategic Partnership is similar to that followed by direct investments by the Commission as described under the Manager Search process. Once an investment idea is sourced, the investment evaluation or due diligence process begins. The investment must pass each of the following due diligence steps before an investment can be made:

a. Evaluate the investment in regard to the Portfolio's overall asset allocation.
b. Meet certain return and risk characteristics, and size qualifications as deemed to be appropriate by the CIO or Deputy CIO in relation to the Strategic Partnership and Portfolio.
c. The investment is evaluated by an assigned team comprised of Investment Staff appointed by the CIO.
d. The investment must be approved by both IIC and the Strategic Partnership Investment Committee before becoming an eligible investment.
e. After these approvals, the investment must be reviewed for legal sufficiency for the Portfolio.

14) Funds of One

A Fund of One is an investment structure in which there is one main investor in a specific vehicle or fund. The Commission may structure certain investments as a Fund of One where it believes that such a structure will have preferable fee arrangements, customized exposure advantages, and/or other beneficial considerations. The CIO is responsible for the day-to-day responsibilities with respect to Funds of One, including providing affirmative or negative consent for underlying investments, as required.

15) Guidelines for Use of Other Pooled/Commingled Funds[3]

Commingled investment vehicles provide, under some circumstances, lower costs and better diversification than can be obtained with a separately managed account pursuing the same investment objectives. However, commingled investment funds cannot customize investment policies and guidelines to the specific needs of individual clients. Recognizing these trade-offs, the Commission will accept the policies of such funds in order to achieve the lower costs and diversification benefits of commingled vehicles, and exempt commingled investment vehicles from the requirements and guidelines of this policy if:

a. The investment practices of the commingled vehicle are consistent with the spirit of this policy and are not significantly different in letter; and
b. The benefits of using a commingled vehicle rather than a separate account are material.

In some cases, the Commission may structure a portfolio as a separate account that allows for the advantages of commingled vehicles, but the Retirement System will be the only investor. With the introduction of international assets, in particular, commingled vehicles save the Commission from having to provide additional accounting for currency and foreign custody issues as the manager will have responsibility for these functions.

In instances where an investment mandate is structured through a commingled vehicle, the investment policies of that vehicle will be the legal governing policies of the investment of assets allocated to that vehicle.

## J. MONITORING AND REPORTING

1. Periodic Reports to Commission

The Commission will monitor performance through periodic reports that will allow assessment of broad policy decisions, strategic allocation decisions, and implementation decisions. Performance, with the exception of private market investments, will be calculated using time-weighted rate of return methodology. Performance for private market investments will be calculated on a dollar-weighted basis and multiple on invested capital.

a. At least quarterly, the CIO will submit a report to the Commission addressing the Retirement System's success in accomplishing the investment objectives based on the benchmarks described by policy at the total fund level and each asset class level. This report may also include a brief of due diligence meetings held throughout the quarter for existing managers. Certain managers may be excluded when the disclosure of material information could obstruct the manager's performance or jeopardize the ability of the Commission or Investment Staff to implement a portion of the AIP or achieve investment

[3] For purposes of this section, reference to commingled "fund" or "vehicle" will include a limited partnership, limited liability company, or any commingled structure, as applicable.

objectives.

b. The CIO will also provide the Commission with a brief commentary which summarizes thoughts on the market and key strategic decisions made in the quarter, along with justification for those decisions.

c. Periodically, an external consultant will be engaged to report to the Commission regarding the Retirement System's success in minimizing implementation cost without negatively impacting performance.

2. Manager Monitoring Guidelines

In accordance with RSIC Due Diligence Guidelines, adopted on November 8, 2012 and as subsequently amended, Staff will perform a regular in-depth review of each manager. In addition to this requirement, Staff will review manager-provided reporting and communication. Staff will also interact, as needed, with managers outside of these regular in-depth reviews. On an annual basis, managers will be required to complete a Compliance questionnaire that will be reviewed by Staff.

The Commission may rely on reports generated by the Consultant or other third party services to evaluate investment managers to fulfill the requirements of this guideline.

3. Proxy Voting and Reporting

Separate account managers are authorized and directed to vote all proxies, or to direct the Physical Custodian to vote proxies in keeping with the manager's duties under federal and state law to act in the best interests of its clients, and generally to exercise any of the powers of an owner with respect to the assets under the manager's control, subject at all times to the absolute right of the Commission to direct the voting of proxies upon written notification to the manager.

Those separate account managers which vote proxies must provide a written annual summary to the RSIC summarizing proxy votes cast during the previous year. The report shall also (i) detail any changes that have occurred in the manager's proxy voting practices and (ii) note any instances where proxies were not voted in accordance with the best interests of the Retirement System's plan participants.

4. Portfolio Disclosure

The Commission strives to be as transparent as possible regarding all decisions, both business and investment. However, since public disclosure of the details of transition plans or specific investments may jeopardize the Commission's ability to effectively implement the plan or achieve investment objectives, pursuant to S.C. Code Ann. §9-16-80 and §9-16-320, these items will be considered confidential and will remain within the confines of Executive Session during Commission meetings. Information relating to the Commission's actions will be made available to the public as soon as the plan is implemented but not before such time as public disclosure of the information will no longer jeopardize the RSIC's ability to achieve its investment objectives or implement the investment plan.

## IV. PORTFOLIO IMPLEMENTATION AND BENCHMARK

The Portfolio has traditionally invested via a combination of passive and active strategies, with most passive strategies implemented internally through the Overlay account and active strategies outsourced to external managers. In conjunction with the strategic initiatives outlined herein and the increasing sophistication of the Portfolio, the Commission, and the Investment Staff, an additional option will be internal implementation by the Investment Staff. The internal capacity currently includes management of ETFs, Cash, Short Duration, and Core Fixed Income, as well as distribution management (that is, the management and disposition of in-kind distributions received from external investment managers or third parties, including, but not limited to, proceeds of settlement of securities class actions or other litigation). In addition, the CIO has discretion to implement passive and enhanced equity exposures with synthetic securities, derivatives, equity baskets, and exchange traded funds. Given the fees associated with external/active management implementation, the Commission recognizes that internally managed solutions (initially focused principally on enhanced index strategies and tactical allocation shifts) will become increasingly important. The Commission authorizes the CIO, CEO and Staff to (i) develop such internal solutions and (ii) work with the Commission to obtain the resources necessary to effectively and prudently implement these internal solutions, subject to the requirements of applicable law, this policy and the Commission's Governance Policies.

The legacy Overlay program is expected to continue to function as a tactical means by which the CIO and Investment Staff are able to manage incremental shifts in broad market exposures and manage risk in an efficient manner using both physical and synthetic securities, including, but not limited to, exchange-traded-funds/notes, equity or fixed income baskets, options, futures, swaps and forward currency contracts. These instruments will be increasingly deployed as Staff transitions portions of the Portfolio to internally managed strategies.

1) Performance Objectives and Benchmarks
   Staff will apply industry-standard benchmarking processes in the management of each asset and sub-asset class when applicable. Benchmarks are utilized for comparative, analytical, and performance measurement purposes. They are applied on both absolute and relative bases. The CFA Institute established the following criteria for appropriate benchmarks:

   a. Specified in advance
   b. Appropriate
   c. Measurable
   d. Unambiguous
   e. Reflective of investment options
   f. Owned
   g. Investable

   The above criteria are used by Staff and the Consultant in recommending benchmarks for the

Commission's consideration. The policy benchmarks which the Commission has adopted effective July 1, 2018 may be found in Section X of this document. The Policy benchmark will be the weighted Policy Allocation to each Index. The current Policy benchmark will change to reflect changes in asset allocation as they are approved.

## V. Placement Agent Policy

**I. Purpose.** It is the intent of this Policy to comply with S.C. Code Ann. §9-16-100[4], which prohibits compensation being paid to a Placement Agent (as defined below) as a result of an investment by the Retirement System (as defined below).

**II. Definitions.** For purposes of this Policy, the following capitalized terms will have the defined meaning set forth below:

(A) Pursuant to §9-16-100(B), a "Placement Agent" means any individual directly or indirectly hired, engaged, or retained by, or serving for the benefit of or on behalf of an external manager or an investment fund managed by an external manager and who acts or has acted for compensation as a finder, solicitor, marketer, consultant, broker, or other intermediary in connection with making an investment with or investing in a fund managed by the external investment manager.

(B) "Placement Agent Policy Compliance Letter" means that letter which will be requested from prospective external investment management firms in accordance with the terms of this Policy.

(C) "Policy" means this Placement Agent Policy.

(D) "Retirement System" means the South Carolina Retirement Systems Group Trust.

(E) "RSIC" means the South Carolina Retirement System Investment Commission.

**III. Procedure**

(A) RSIC staff will inform prospective external investment management firms ("Investment Managers") as to the RSIC's Placement Agency Policy and statutory requirements as soon as practicable after RSIC staff begins the due diligence review of any potential investment. The RSIC staff member leading the due diligence review for the investment is responsible for sending written notice (paper, fax or email) to the Investment Manager requesting a Placement Agent Policy Compliance Letter. If a copy of this Policy has not already been provided to the Investment Manager, then this Policy will be made available to the Investment Manager prior to or at the time notice is given to the Investment Manager.

(B) The Placement Agent Policy Compliance Letter must be included in the RSIC investment Due Diligence Report packet.

(C) Investments will not be voted on by the Commission, Internal Investment Committee, or otherwise approved pursuant to RSIC policies, prior to receipt of the completed Placement Agent Policy Compliance Letter and confirmation from RSIC compliance staff that the letter is sufficient per Section VIII below.

(D) The following entities must complete the Placement Agent Policy Compliance Letter as outlined below:

(1) Investment Managers that have a direct contractual investment management relationship with the RSIC or with an investment vehicle in which the RSIC is invested.

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[4] All references are to the Code of Laws of South Carolina, 1976, as amended, and will be referenced by Code Section number (§) hereafter.

(2) Investment Managers that have an indirect contractual investment management relationship with the RSIC through an investment vehicle that invests in funds or other pooled investment vehicles or other assets.

IV. **Placement Agent Policy Compliance Letter.** The Investment Manager will provide disclosure in the form of a letter addressing all requirements specified below:

(A) Certification that, in compliance with §9-16-100, no Placement Agent (as defined by State law) received, or will receive, compensation in connection with the RSIC making an investment with or investing in a fund managed by the Investment Manager.

(B) Representation that the Investment Manager has reviewed the applicable law and has not relied on the counsel or advice of RSIC or any employee, representative, agent or officer of RSIC regarding the interpretation and application of the applicable law.

(C) Representation that all information contained in the Placement Agent Policy Compliance Letter is true, correct and complete in all material respects.

V. **Open Records Law**. RSIC may be required to disclose information in the Placement Agent Policy Compliance Letter under the South Carolina Freedom of Information Act.

VI. **Investments with Separate Account Investment Management Agreements ("IMAs").** If, after closing, the RSIC determines that the Placement Agent Policy Compliance Letter contains a material inaccuracy or omission, the RSIC will, to the fullest extent possible, seek the option, in its sole discretion and without liability to the Investment Manager or any third party, to terminate the IMA and to pursue all remedies that may otherwise be available to the RSIC without incurring any penalty under any agreement to which it is a party.

VII. **Investments in commingled investment structures (LPAs, LLCs, Trusts, etc.).** The RSIC will endeavor to have provisions incorporated into the transaction documents for commingled investment structures which would permit the RSIC to take those actions described in the next sentence. If, after closing, the RSIC determines that the Placement Agent Policy Compliance Letter contains a material inaccuracy or omission, the RSIC will seek to obtain the option, in its sole discretion and without liability to the commingled investment structure, the General Partner or equivalent management entity, any other investor in the structure or third party, to cease making further capital contributions and/or direct payments to the investment and to pursue all remedies that may otherwise be available to the RSIC without being deemed to be a defaulting Limited Partner under the transaction documents and without incurring any other penalty under any agreement to which it is a party.

VIII. **Review**. RSIC's compliance staff will review Placement Agent Policy Compliance Letters and will determine whether each letter is sufficient. Any questions regarding the sufficiency of the letter will be referred to the RSIC legal department and will be reported to the CIO and applicable RSIC Staff.

**IX. Staff Contact.** RSIC staff will provide notice about the prohibition in the state law to any party that contacts RSIC staff regarding a potential investment and appears to be acting in the role of a Placement Agent.

**X. Other**

(A) Obligation to Update**.** It is the Investment Manager's obligation to promptly inform RSIC staff of any material changes to a prior-filed Placement Agent Policy Compliance Letter, and to submit an updated Placement Agent Policy Compliance Letter where warranted prior to the RSIC's closing on an investment.

**XI. Review and History**

(A) The Commission will review this policy at least every three years to ensure that it remains relevant and appropriate, or when there has been an amendment to state law relevant to any section of this policy, or a Commission approved change in the responsibilities, duties, or operations of the Commission or its committees generally, or as otherwise deemed appropriate by the Commission.

(B) No provision of this policy shall apply to the extent that it is in conflict with any provision of the Code of Laws of South Carolina, 1976, as amended. In the event of such conflict, the applicable Code provision shall apply in all respects.

(C) This policy was initially adopted on September 20, 2012.

(D) This policy was amended on June 22, 2017 and will take effect on July 1, 2017.

## VI. SECURITIES LITIGATION POLICY

**(A)** Purpose of Policy; Objectives - The purpose of this document is to set forth the Commission's policies with respect to securities litigation. The principle objective of the Commission with regard to securities litigation is to prudently and effectively manage securities claims as assets of the Retirement System. Prudent and effective management of securities claims consists of the following functions:

(1) Timely initial identification of potential claims.
(2) The ability to conduct an in-depth assessment of certain claims, where warranted.
(3) Making determinations regarding the most appropriate method of managing claims. Most, if not all, of these claims will be prosecuted by the class action bar whether or not the Commission takes an active role. Consequently, the Commission will focus on identifying those cases where active involvement could add value, either in the specific case or on a long term and portfolio-wide basis. Decisions as to what claims should be actively managed and how to manage them requires a balancing of the costs and benefits involved.
(4) Insuring that all claims are timely filed and recoveries are collected.

Each of these functions is discussed in greater detail below.

**(B)** Initial Identification of Potential Claims – The identification of potential claims is a time-sensitive process, due to federal law's requirement that any party interested in seeking appointment as lead plaintiff in a federal securities class action must file a notice of its intention to seek appointment within 60 days of the filing of the initial complaint. Potential claims may be identified internally by the Commission's staff, investment consultants and analysts, or externally (by a third party "claims monitoring" service or by the class action bar). Experience has shown that the class action bar typically identifies and files actions on almost all claims first. Therefore, the most expedient way to identify claims is usually to monitor class action filings, determine whether the Retirement System is a member of the class and make other preliminary assessments regarding the potential claim.

The following summarizes the process presently used by the Commission to identify claims in which it has an interest:

(1) The Commission's legal counsel reviews cases listed on various websites when notices of filings are received. Cases may also be identified by other information services or called to the Commission's attention by outside counsel.
(2) The "class periods" (that is, the start and end dates proposed in cases, which may (i) have an effect on the Retirement System's potential losses and (ii) be modified during the course of the litigation) in new cases are compared to Retirement System's trading history to identify those in which Retirement System is a class member.

(3) The Commission's legal counsel obtains a Retirement System trading history and a price chart for cases in which Retirement System may have a claim. Where available, other information describing the case may also be obtained.
(4) The current size of Retirement System's holding in the company is determined.
(5) Upon request by the Commission's legal counsel, a rough damage estimate will be prepared by staff or otherwise, based on the price drop after the end of the class period and the number of shares purchased and sold during the class period.
(6) If the potential claim has a measurable, material impact on our investment return, the Commission's legal counsel obtains a copy of the complaint and seeks to gather other publicly available information.
(7) Advice from the CEO/CIO, the portfolio manager(s), the Commission's investment consultant, and other analysts is obtained when the Retirement System has a substantial claim.

**(C)** Evaluating Claims - Unless adequate internal resources are available, claims identified for further evaluation are generally sent to experienced securities/litigation counsel engaged specifically to evaluate claims and advise the Commission on options for prudently managing the claims in question. A list of qualified securities/litigation counsel will be maintained by the Commission, in consultation with the Attorney General, for evaluating and/or prosecuting claims. The same general process and standards are used to evaluate each claim, as well as to determine and implement an appropriate claim management strategy, regardless of how the case is identified or referred to the Commission. That process generally includes the following steps and considerations:

(1) Claim evaluation counsel performs due diligence on claims.
(2) In instances where the Retirement System has a large current position in a company, claims are evaluated as to whether they are nuisance suits. If such a claim is likely to cause unnecessary serious harm to the company or the industry (and the value of Retirement System's holding), consideration may be given to whether the Commission could add value to the Retirement System's holding by supporting the company in seeking dismissal of the frivolous or immaterial lawsuit.
(3) Claim evaluation counsel examines reasonable options for protecting the Retirement System's interests in a way that is likely to produce the greatest risk/reward benefits. Options may include (i) passive participation in class action, (ii) filing to become lead plaintiff, (iii) attempting to get a larger claimant to become lead plaintiff, (iv) monitoring the case from the sidelines, (v) writing a letter to the court and/or lead outside counsel to bring up issues being ignored, (vi) filing a motion to support or oppose a particular lead plaintiff or lead outside counsel candidate, (vii) filing a notice of appearance and more actively monitoring the case, (viii) attempting to negotiate an agreement with prospective lead outside counsel that will require them to keep the Commission informed of case developments, providing the Commission with access to discovery upon request and allow the Commission to participate in settlement negotiations or be consulted on a settlement, (ix) waiting until settlement and reviewing the settlement carefully with the

option to object to a poor settlement or excessive fees[5], and (x) opting out of the class to file a separate action (e.g., where the Retirement System has a substantial Section 18 claim for direct reliance on misrepresentations in a document filed with the SEC that is unlikely to be pursued by the class).

(4) Where other institutional investors appear to have similar large claims, consideration may be given to contacting them about a joint effort.

(5) Pursuit of a shareholder derivative action might be considered where the company is not pursuing claims it has against third parties if the shareholders would benefit from realizing on those claims.

(6) Non-litigation alternatives to addressing the underlying cause of the company's problem are also considered (e.g., contacting appropriate law enforcement agencies about potential prosecution of wrongdoers, filing a shareholder resolution or negotiating for remedial corporate governance changes, such as addition of independent directors).

(7) Resource and other potential impacts may be considered in recommending a course of action. Factors which will be considered include impact of the proposed litigation on the Commission's staffing and resources, as well as other issues (e.g., strength of potential witnesses, likelihood that an investment will be sold, contents of Commission's files, support of the portfolio manager for legal action, and potential compromise of Commission's trading strategy if material, non-public information were to be acquired through involvement in discovery).

(8) The Retirement System's portfolio impact of active claims management on long-term value may be taken into consideration in addition to the factors involved in a single case (e.g., the deterrence of future fraud from pursuit of claims against corporate bad actors or culpable auditors that are unlikely to be pursued without active case management by a knowledgeable lead plaintiff, introduction of competition between law firms to lower the size of legal fee awards taken out of recoveries, raising the standard for acceptable recoveries in class actions, objecting to unreasonable fees, and fostering changes in corporate culture that are likely to benefit shareholders).

(9) Potential conflicts with other members of the class should also be taken into consideration in determining how to best manage the Retirement System's interests in a particular lawsuit (e.g., where the Retirement System has an overriding interest in getting the case dismissed because of its large continuing position and negative view of the suit's merits, the Commission may not want to seek appointment as lead plaintiff).

(10) Claim evaluation counsel generally provides a written analysis and a recommendation to the Commission's Legal Division on what the most cost-effective options appear to be for managing the claim.

(11) Recommendations may be discussed with portfolio managers, outside counsel and other Commission and Retirement System staff as appropriate prior to a final decision on management of the claim by the Commission's Legal Division.

**(D)** Serving as Lead Plaintiff - Where the claim evaluation process results in a decision to seek appointment as lead plaintiff, specific principles for adding value through the Commission's

[5] The Commission will develop guidelines addressing arrangements which constitute "excessive fees."

participation in the litigation may be identified (e.g., reduction of class legal fees and costs, pursuit of recoveries from culpable officers, directors, auditors, or other third parties, maximization of the recovery, and correction of underlying corporate governance problems). The Commission believes the most important decisions a lead plaintiff makes are usually those on selection/compensation of lead outside counsel and evaluation of potential settlement offers. In that regard, the Commission will always seek to structure lead outside counsel's compensation in a way that aligns interests of the class and its lawyers. The Commission believes that deterrence goals can be achieved in settlements through pursuit of claims against individuals and third parties that are bad actors. The following outlines the Commission's approach to serving as lead plaintiff.

(1) When the Retirement System acts as sole lead plaintiff, the Commission will select lead outside counsel based on proposals submitted by and interviews of one or more potential lead outside counsel firms. [Note: A sample form of request for proposals may be found in Appendix A hereto]. A selection/review panel will evaluate candidates for lead outside counsel. Panel members will include the Chairman of the Commission, a member of the Commission's Legal Division, and a designee of the South Carolina Attorney General. That panel will also receive the advice of the Commission's general investment consultant and other analysts. A majority of the panel will constitute a quorum. The panel will make a recommendation regarding proposed lead outside counsel for a particular case to the Commission for a final decision.
(2) The lead outside counsel selection should be done so as to establish for the court and other class members that lead outside counsel was selected on merit.
(3) If the Commission does not prefer to serve as the sole lead plaintiff, other institutions may be invited to participate as joint lead plaintiffs. When a group is formed to function as lead plaintiff, similar procedures should be agreed upon for selection of lead outside counsel and supervision of the litigation. In the absence of other arrangements, the Commission generally prefers to have each participant designate a representative to serve on a lead plaintiff committee. The committee could be authorized to function much the same way that creditors' and equity holders' committees in bankruptcies do, with the committee electing its own officers, being updated regularly by lead outside counsel and convening as needed to review events or make decisions. Lead outside counsel could effectively serve as staff to the lead plaintiffs' committee.
(4) Only qualified lead outside counsel candidates should be invited to submit proposals.
(5) Consideration may be given to expanding competition between competent counsel within the class action bar, in order to encourage long-term reduction of fees.
(6) While other innovative fee proposals may be solicited, the Commission will generally favor an arrangement that starts at a very low level (e.g., 5-10 percent) for a minimal recovery (this mitigates against counsel pursuing a frivolous case) and increases in brackets up to a maximum level for the highest recovery dollars. (The Commission does not ordinarily favor a descending fee schedule out of concern that it might operate to impose an artificial cap on lead outside counsel's incentives at the point where the fee percentage starts to decline. The last dollars are usually the hardest to obtain and lead outside counsel should be duly motivated to get them.) To prevent a windfall for lead outside counsel, the Commission also believes the fee schedule should contain a component that lowers the fee for early recoveries and gradually increases as the case

proceeds. The fee schedule could be viewed as a grid, with the size of the recovery on one axis and the stage of litigation on the other. If costs and expenses are anticipated to be a major factor, consideration could be given to determining fees after costs are deducted from the recovery so that lead outside counsel is encouraged to keep costs under control.

(7) The Commission will not advance fees or expenses for the class.

(8) Lead outside counsel is generally expected to indemnify the Retirement System and Commission for any sanctions.

(9) Lead outside counsel must provide information on its malpractice insurance coverage.

(10) A written proposal is usually requested from lead outside counsel candidates. The proposal should include an evaluation of the case, the suggested fee arrangement, and a litigation plan. Unless the Commission is otherwise familiar with the outside counsel, the proposal should also explain the firm's experience in similar cases and the expertise of the lawyers that would work on the case.

(11) The Commission believes it should retain the right to consent to an increase in a fee agreement at a later stage in the litigation if circumstances change such that the fee schedule is a disadvantage to the class.

(12) Separate fee levels for claims against different defendants may be considered, if it is likely that efforts to obtain recoveries would vary from one to another.

(13) Written proposals are generally reviewed by the selection/review panel (or the lead plaintiff committee) and the top candidates may be asked to provide an oral presentation (either in person or by conference call).

(14) If time does not permit selection of lead outside counsel to be completed prior to the deadline for lead plaintiff applications, the Commission's Legal Division may file the lead plaintiff motion.

(15) A case management agreement covering reporting, approval and other procedures should be established with lead outside counsel to ensure that Commission/Retirement System will be able to perform effectively its responsibilities as lead plaintiff.

(16) Use of local or co-counsel by lead outside counsel will require approval from the Commission, where it will not unreasonably increase class fees or costs.

**(E)** Filing of Claims -Upon the settlement or other resolution of class action or other securities litigation, the Commission's custodial bank shall timely file all documents and take other steps necessary to insure that (a) the interests of the Commission and Retirement System are protected and (b) all monies due the Retirement System from such litigation are collected. The Commission's Legal Division will receive information from the custodial bank regarding the filing of claims and receipt of settlement proceeds and other recoveries, and periodically report to the Commission.

## II. ADMINISTRATION OF POLICY

**(A)** Processing Claims – The Commission's Legal Division is responsible for managing and coordinating the processing of all securities claims of the Commission/Retirement System either directly to court or through lead outside counsel.

**(B)** Reporting - The Legal Division will submit quarterly reports to the Commission regarding the status of (i) securities claims in which the Commission may be eligible to obtain a recovery and (ii) recoveries collected.

**(C)** Conclusion - As the Commission gains more experience with securities class action litigation, this process is expected to evolve. Changes in law and developments in court interpretations of the Private Securities Litigation Reform Act of 1996 and other laws may also impact procedures used by the Commission. Questions about the Commission's securities class action procedures may be addressed to the Commission's legal counsel.

## III. POLICY REVIEW & HISTORY

**(A)** The Commission will review this policy at least every three years to ensure that it remains relevant and appropriate, or when there is an amendment to state law relevant to any section of this policy, or when there is a Commission approved change in the responsibilities, duties, or operations of the Commission generally.

**(B)** This policy was adopted November 17, 2011.

## IV. APPENDICES

**(A)** Sample Request for Proposals

**Appendix A – Sample Request for Proposals**

The Commission may solicit proposals for lead outside counsel, though it will be more customary for the applicants to solicit the Commission. When the Commission does solicit proposals, the Sample Request below will often suffice.

Legal Division
South Carolina Retirement System Investment Commission
1201 Main Street, Suite 1510
Columbia, South Carolina 29201
**Sample Request for Proposals**
**Date:______________**

**To: Candidate Law Firms**

**Re: _______________ Class Action**

_____________ is soliciting proposals from selected qualified law firms to represent it in seeking appointment as lead plaintiff and in representing the class as lead counsel (subject to approval by the court) in the above securities class action litigation. _________ invites your firm to submit a proposal.

A list of the known pending class action lawsuits against the company is attached. We have also attached our trading history in the stock during the proposed class periods. Additional information can be provided upon request. I assume you will have to review the filed complaints and additional information about the company in order to evaluate the case and provide us with your legal analysis and proposal.

Proposals must be no more than ten pages in length and should be submitted to the attention of __________________ by _________. Please provide at least six copies of all materials. The following items should be addressed, either in the written proposal or subsequent presentation:

- Whether you believe this case is one in which we should seek appointment as lead plaintiff;
- Your firm's experience in handling similar litigation;
- Identification of staffing arrangements you would make in order to accommodate workload;
- The results of any investigations you have performed for the case;
- Analyses of the causes of action which could be pursued by the class or us;
- Separate consideration of claims against the various defendants and potential defendants, including the company's accountants, underwriters, directors and officers;
- A damage analysis for claims of both us and the class, including likely recovery projections;
- Anticipated defenses to each claim and motions that might be brought by the parties;
- A general litigation plan outline for the case, including discovery plans and a target trial date;
- Consideration of the potential need for subclasses;
- What the appropriate class period should be;
- Evaluation of how the case might be handled to enhance deterrence of future fraud;
- Identification of firm personnel who would work on the case, including the roles each person would play and their normal hourly rates;

- Plans for use of co-counsel or other law firms and our relationship with any other plaintiffs;
- Arrangements for retaining and compensating experts and third parties on behalf of the class;
- Suggested reporting arrangements for supervision of lead outside counsel by us;
- Identification of your firm's malpractice coverage;
- Confirmation that your firm would cover litigation costs, any bonds required by the court and potential Rule 11 liability; and
- Proposed fee arrangements.

We invite alternative and thoughtful fee proposals for consideration. We seek an arrangement that aligns the interests of lead outside counsel with those of class members. We invite suggestions for a progressive fee structure which rewards lead outside counsel for success in pursuing damage recovery and other litigation goals, encourages prompt resolution of the matter, discourages unnecessary discovery and motion practice, and eliminates outcomes where counsel could obtain a cheap settlement that provides unreasonable fees. While fees will be a consideration in the selection process, our decision on lead outside counsel will also include evaluation of other factors, including those listed above.

Please note that we will not be responsible for fees or costs prior to recovery. As you know, representation of the class as lead outside counsel is subject to court approval.
If you submit a proposal, you may be contacted regarding a presentation to us by the primary firm personnel who would be responsible for the case. The presentation may be done in person or by teleconference.

## VII. IRAN DIVESTMENT POLICY

I. Background. The State of South Carolina has enacted an Iran divestment law, codified at S.C. Code Ann. §11-57-10 et seq. (“Act”). The Act (i) notes that in 2010, President Barack Obama signed into law H.R. 2194, the Comprehensive Iran Sanctions, Accountability, and Divestment Act of 2010 (Public Law 111-195), which expressly authorizes states and local governments to prevent investments in, including prohibiting entry into or renewing contracts with, companies operating in Iran’s energy sector and holding investments that have the result of directly or indirectly supporting the efforts of the Government of Iran to achieve nuclear weapons capability, and (ii) indicates that the intent of the General Assembly was “to fully implement the authority granted under” this federal law. The Act applies to the South Carolina Retirement System Investment Commission (“Commission” as the governing body, “RSIC” as the agency) in two ways. First, the Act imposes certain procurement and general contracting requirements on the State and its agencies, as well as political subdivisions, rendering certain persons and organizations engaged in investment activities in Iran ineligible to enter into contracts for goods and services with RSIC. Second, the Act contains provisions very similar to the State’s Sudan divestment law, which sets forth various criteria that are to be considered by the Commission in making certain investment-related determinations required by the Act.

II. Purpose. The purpose of this Iran Divestment Policy (“Policy”) is to document the manner in which the Act is administered. The Commission has the exclusive authority to invest and manage the assets of the South Carolina Retirement Systems Group Trust (“Group Trust”) pursuant to S.C. Code Ann. §9-16-20. The Commission also has the fiduciary duty to manage the assets of the Group Trust solely in the interests of the retirement systems, participants, and beneficiaries. The Commission must discharge these responsibilities in a manner consistent with all applicable statutes, regulations, and policies, including the Act.

III. Definitions. The Act utilizes the following defined terms:

(A) “Energy Sector of Iran” means activities to develop petroleum or natural gas resources or nuclear power in Iran.

(B) “Financial Institution” means the term as used in Section 14 of the Iran Sanctions Act of 1996 (Public Law 104-172; 50 U.S.C. 1701 note), which includes:

(1) A depository institution (as defined in Section 3(c)(1) of the Federal Deposit Insurance Act), including a branch or agency of a foreign bank (as defined in Section 1(b)(7) of the International Banking Act of 1978);

(2) A credit union;

(3) A securities firm, including a broker or dealer;

(4) An insurance company, including an agency or underwriter; and

(5) Any other company that provides financial services.

(C) “Investment” means a commitment or contribution of funds or property, whatever the source, a loan or other extension of credit, and the entry into or renewal of a contract for goods or services.

(D) “Investment Activities” means:

(1) The Person provides goods or services of twenty million dollars or more in the Energy Sector of Iran, including a Person that provides oil or liquefied natural gas tankers, or products used to construct or maintain pipelines used to transport oil or liquefied natural gas, for the Energy Sector of Iran; or

(2) The Person is a Financial Institution that extends twenty million dollars or more in credit to another Person, for forty-five days or more, if that Person will use the credit to provide goods or services in the Energy Sector in Iran and is identified on the State’s Scrutinized Persons List, as defined herein, as a Person engaging in Investment Activities in Iran.

(E) “Iran” includes the Government of Iran and any agency or instrumentality of Iran.

(F) “Person” means any of the following:

(1) A natural person, corporation, company, limited liability company, business association, partnership, society, trust, or any other nongovernmental entity, organization, or group;

(2) Any governmental entity or instrumentality of a government, including a multilateral development institution, which is defined as an international financial institution other than the International Monetary Fund in Section 1701(c)(3) of the International Financial Institutions Act (22 U.S.C. 262r(c)(3)); and

(3) Any successor, subunit, parent entity, or subsidiary of, or any entity under common ownership or control with, any entity described in Sections III F(1) and (2) of this Policy.

(G) “State” means the State of South Carolina.

IV. Identification of Persons subject to Divestment. In accordance with the requirements of the Act, the State Fiscal Accountability Authority (“Authority”) has engaged the services of a specialized research firm (“Advisor”) to (i) identify Persons doing business in Iran, as defined in the Act, and (ii) provide a list of such Persons (the “State’s Scrutinized Persons List”). The State’s Scrutinized Persons List will be updated on or about January 1 and July 1 of each year.

V. Procurement and General Contracting (Article 3 of the Act)

(A) Prohibition. A Person identified on the State’s Scrutinized Persons List as a Person engaging in Investment Activities in Iran is ineligible to contract with RSIC. Any Person that contracts with RSIC, including a contract renewal or assumption, shall not utilize any subcontractor that is identified on the State’s Scrutinized Persons List for purposes of fulfilling the contract. Any contract entered into with an ineligible Person shall be void ab initio.

(B) Delegation to the Chief Executive Officer. The Commission has delegated authority to the Chief Executive Officer ("CEO") to make determinations and take actions necessary under Section V of this Policy.

(C) Exceptions. A Person identified on the State's Scrutinized Persons List may contract with RSIC upon the CEO determining that:

   (1) The Investment Activities in Iran were made before January 1, 2015, the Investment Activities have not been expanded or renewed after September 7, 2014, and the Person has adopted, publicized, and is implementing a formal plan to cease the Investment Activities in Iran and to refrain from engaging in any new Investments in Iran; or

   (2) The commodities or services are necessary to perform RSIC's functions and that, absent such an exemption, RSIC would be unable to obtain the commodities or services for which the contract is offered. Any such determination must be entered into the procurement record.

(D) Exclusion. The Act does not apply to any procurement or contract valued at ten thousand dollars or less.

(E) Contract Certifications. RSIC shall require a Person that attempts to contract with RSIC, including a contract renewal or assumption, to certify, at the time the bid is submitted or the contract is entered into, renewed, or assigned, that the Person or the assignee is not identified on the State's Scrutinized Persons List. Persons who contract with RSIC also shall not enter into a subcontract with any Person that is identified on the State's Scrutinized Persons List. RSIC shall include certification information about the Person or assignee in the procurement record, along with any certification language specified by the Authority.

(F) Opportunity to Respond. The Act provides that:

   (1) Upon RSIC receiving information that a Person who has made the certification required under Section V(E) of this Policy is in violation thereof, RSIC shall review such information and offer the Person an opportunity to respond; and

   (2) If the Person fails to demonstrate to the CEO that it has ceased its Investment Activities, which is in violation of this Policy, within ninety days after the determination of such violation, RSIC shall take such action as may be appropriate and provided for by law, rule, or contract, including, but not limited to, imposing sanctions, seeking compliance, recovering damages, or declaring the Person in default.

## VI. Investment-Related Provisions of the Act (Article 7 of the Act)

(A) Prohibition. The Act provides that the Commission may not, subject to the other provisions of the Act described below, invest funds with a Person that is identified on the State's Scrutinized Persons List.

(B) Delegation to the Chief Investment Officer. The Commission has delegated authority to the Chief Investment Officer ("CIO") to, in consultation with the CEO, make determinations and take actions necessary under Section VI of this Policy.

(C) Exception to the Prohibition (§11-57-710 of the Act). The Act provides that, notwithstanding the general prohibition summarized above in Section VI(A) of this Policy, an Investment may be made in a Person engaged in Investment Activities in Iran if the CIO makes a determination that:

  (1) The Investment Activities in Iran were made before September 7, 2014, the Investment Activities have not been expanded or renewed after September 7, 2014, and the Person has adopted, publicized, and is implementing a formal plan to cease the Investment Activities in Iran and to refrain from engaging in any new Investments in Iran; or

  (2) The Investments are necessary to perform RSIC's functions.

(D) Exclusion. The Act does not apply to Investments that constitute indirect beneficial ownership through index funds, commingled funds, limited partnerships, derivative instruments, or the like.

(E) Assistance of Staff. RSIC Staff ("Staff") will be responsible for assisting the CIO, as necessary, to determine whether this exclusion, and any other exclusion or exemption set forth in the Act, applies.

(F) Other Determinations to be made by the CIO. The Act states that nothing in Article 7 of the Act requires the Commission or its agents or contract investment managers to take action as described in Article 7 of the Act unless it is determined, in good faith, that the actions described in Article 7 of the Act are consistent with the fiduciary responsibilities of the Commission or its agents or contract investment managers as set forth in §9-16-10 <u>et</u> <u>seq</u>., and there are appropriated funds of the State to absorb the expenses necessary to implement such divestments. §11-57-720. Accordingly, whenever the CIO is asked to consider taking action under the terms of the Act or this Policy, Staff will assist the CIO in making the determinations required to be made as described in this Section VI(E).

## VII. <u>Reporting</u>

(A) Reporting to State Fiscal Accountability Authority. RSIC shall provide reports to the Authority at the times and in the format required by the Authority.

(B) Reporting to the Commission. Staff shall, following the close of RSIC's fiscal year, prepare a formal report to the Commission regarding actions taken pursuant to the Act. RSIC shall also publish the report. The report shall include all of the following information with respect to the previous fiscal year:

(1) The State's Scrutinized Persons List;
(2) A list of all Persons added to or removed from the State's Scrutinized Persons List;
(3) A summary of correspondence with Persons engaged by RSIC under the Act;
(4) A list of all Persons upon which RSIC imposed sanctions, sought compliance, recovered damages, or declared the Person in default in accordance with Section V of this Policy;
(5) A list of all Persons that RSIC will continue to engage concerning their Investment Activities in Iran;
(6) A list of all Investments RSIC sold, redeemed, divested, or withdrawn in accordance with Section VI of this Policy; and
(7) A list of all Investments that were retained by RSIC pursuant to a determination by the CIO as set forth in Section VI(F).

VIII. Expiration. The restrictions in the Act shall apply only until:

(A) The President or Congress of the United States, by means including, but not limited to, legislation, executive order, or written certification, declares that divestment provided for under this Policy interferes with the conduct of United States foreign policy; or
(B) The United States revokes its current sanctions against Iran.

IX. Indemnification. The Act provides that present, future, and former authority members, officers, and employees of the Commission, the Public Employee Benefit Authority, the State Budget and Control Board, and the Authority, and contract investment managers and agents retained by the Commission, as well as present, future, and former State Treasurers, officers, and employees of the State Treasurer, and contract investment managers and agents retained by the State Treasurer, must be indemnified from the General Fund of the State and held harmless by the State from all claims, demands, suits, actions, damages, judgments, costs, charges, and expenses, including court costs and attorney's fees, and against all liability, losses, and damages of any nature whatsoever that these present, future, or former authority members, officers, employees, agents, or contract investment managers shall or may at any time sustain by reason of any decision to restrict, reduce, or eliminate Investments pursuant to the Act.

## VIII. SUDAN DIVESTMENT POLICY

I. Background. The State of South Carolina has enacted a Sudan divestment law, codified at S.C. Code Ann. §9-16-55 ("Act"). The uncodified preamble to the Act notes that "[d]ivestment is a course of last resort that should be used sparingly and under extraordinary circumstances," but states that "the genocide occurring in the Sudan is reprehensible and abhorrent," warranting this type of legislative response. The Act, which applies solely to the South Carolina Retirement Systems Group Trust ("Group Trust") managed by the South Carolina Retirement System Investment Commission ("Commission" as the governing body, "RSIC" as the agency), sets forth various criteria that are to be considered by the Commission in making the determinations required by the Act.

II. Purpose. The purpose of this Sudan Divestment Policy ("Policy") is to document the manner in which the Act is administered. The Commission has the exclusive authority to invest and manage the assets of the Group Trust pursuant to S.C. Code Ann. §9-16-20. The Commission also has the fiduciary duty to manage the assets of the Group Trust solely in the interests of the retirement systems, participants, and beneficiaries. The Commission must discharge these responsibilities in a manner consistent with all applicable statutes, regulations, and policies, including the Act.

III. Definitions. The Act utilizes the following defined terms:

(A) "Active Business Operations" means a Company engaged in Business Operations that provide revenue to the Government of Sudan or a Company engaged in Oil-Related Activities.

(B) "Business Operations" means maintaining, selling, or leasing equipment, facilities, personnel, or any other apparatus of business or commerce in Sudan, including the ownership or possession of real or personal property located in Sudan.

(C) "Company" means a sole proprietorship, organization, association, corporation, partnership, venture, or other entity, its subsidiary or affiliate that exists for profit-making purposes or to otherwise secure economic advantage. "Company" also means a Company owned or controlled, either directly or indirectly, by the Government of Sudan, that is established or organized under the laws of or has its principal place of business in the Sudan.

(D) "Government of Sudan" means the Government of Sudan or its instrumentalities as further defined in the Darfur Peace and Accountability Act of 2006.

(E) "Investment" means the purchase, ownership, or control of stock of a Company, association, or corporation, the capital stock of a mutual water Company or corporation, bonds issued by the government or a political subdivision of Sudan, corporate bonds, or other debt instruments issued by a Company.

(F) "Military Equipment" means weapons, arms, or military defense supplies.

(G) "Oil-Related Activities" means, but is not limited to, the export of oil, extracting or producing oil, exploration for oil, or the construction or maintenance of a pipeline, refinery, or other oil field infrastructure.

(H) "Public Employee Retirement Funds" means those assets as defined in §9-16-10(1).

(I) "Scrutinized Companies" means any of the following:

(1) The Company is engaged in Active Business Operations in Sudan; and

(i) The Company is engaged in Oil-Related Activities or energy or power-related operations, or contracts with another Company with Business Operations in the oil, energy, and power sectors of Sudan, and the Company has failed to take Substantial Action related to the Government of Sudan because of the Darfur genocide; or

(ii) The Company has demonstrated complicity in the Darfur genocide.

(2) The Company is not engaged in Oil-Related Activities and lacks significant Business Operations in the eastern, southern, and western regions of Sudan; and

(i) The Company is engaged in Oil-Related Activities or energy or power-related operations, or contracts with another Company with Business Operations in the oil, energy, and power sectors of Sudan, and the Company has failed to take Substantial Action related to the Government of Sudan because of the Darfur genocide; or

(ii) The Company has demonstrated complicity in the Darfur genocide.

(3) The Company supplies Military Equipment within the borders of Sudan.[6]

(J) "State" means the State of South Carolina.

(K) "Substantial Action" means a boycott of the Government of Sudan, curtailing business in Sudan until that time described in Section XI of this Policy, selling Company assets, equipment, or real and personal property located in Sudan, or undertaking significant humanitarian efforts in the eastern, southern, or western regions of Sudan.

(L) "Sudan" means the Republic of the Sudan, a territory under the administration or control of the Government of Sudan, including, but not limited to, the Darfur region, or an individual, Company, or public agency located in Khartoum, northern Sudan, or the Nile River Valley that supports the Republic of the Sudan.

IV. <u>Identification of Companies</u>

(A) Identifying Scrutinized Companies. RSIC Staff ("Staff") has engaged the services of a specialized research firm ("Advisor") to (i) identify companies doing business in Sudan, as

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[6] If a Company provides equipment within the borders of Sudan that may be readily used for military purposes, including but not limited to, radar systems and military-grade transport vehicles, there is a strong presumption against investing in the Company unless that Company implements safeguards to prevent the use of that equipment for military purposes.

defined in the Act, and (ii) provide Staff with a list of such Scrutinized Companies ("Scrutinized Companies List").

(B) Updates to Scrutinized Companies List. Staff shall ensure that the Scrutinized Companies List is updated on or about January 1 and July 1 of each year.

V. Engagement

(A) Determining Scrutinized Status. For each Company identified by the Advisor pursuant to Section IV(A) of this Policy, RSIC (either via Staff or the Advisor) shall send a written notice informing the Company that it may become subject to divestment by RSIC. The notice shall offer the Company the opportunity to clarify its Sudan-related activities within 90 days in order to avoid qualifying for potential divestment.

(B) Compliance. If, following RSIC's notification (either via Staff or the Advisor) to a Company pursuant to Section V(A) of this Policy, that Company ceases the activities that caused the Company to be added to the Scrutinized Companies List, as determined by the Advisor, the Company shall be removed from the Scrutinized Companies List, and the provisions of this Section V shall cease to apply to the Company unless it resumes the activities that caused the Company to be added to the Scrutinized Companies List.

VI. Determinations to be made by the Chief Investment Officer

(A) Delegation to the Chief Investment Officer. The Commission has delegated authority to the Chief Investment Officer ("CIO") to, in consultation with RSIC's Chief Executive Officer, make the determinations required under the Act and to take actions necessary to implement this Policy.

(B) General. If, following RSIC's engagement with a Company pursuant to Section V(A) of this Policy, the Company continues to be a Scrutinized Company, Staff will present the CIO with detailed information gathered from the Advisor, affected investment managers, and others regarding the Company, its Business Operations, the Group Trust's holdings, and any other information required by the Act and this Policy. The CIO will make determinations as to (i) whether Staff should sell, redeem, divest, or withdraw the Group Trust's interests in the Company, and (ii) the timing of any such sale, redemption, divestment, or withdrawal. The CIO will also make the determinations described in Section IX of this Policy.

VII. Prohibition. RSIC shall not use Public Employee Retirement Funds to acquire new Investments in Companies on the Scrutinized Companies List, except as provided in this Policy.

VIII. Permissible Investments under the Act

(A) The Act does not apply to the following types of Investments:

(1) Investments in a Company that is primarily engaged in supplying goods or services intended to relieve human suffering in Sudan;

(2) Investments in a Company that promotes health, education, journalistic, or religious activities in or welfare in the western, eastern, or southern regions of Sudan;
(3) Investments in a United States Company that is authorized by the federal government to have Business Operations in Sudan; and
(4) Investments that constitute indirect beneficial ownership through index funds, commingled funds, limited partnerships, derivative instruments, or the like.

(B) In developing the Scrutinized Companies List, the Advisor shall determine, in good faith and with due professional care, whether any of the foregoing exemptions and exclusions set forth in the Act apply.

IX. Determinations required to be made by the CIO pursuant to §9-16-55(D)(1). The Act states that nothing in the Act "requires the [C]ommission to take action as described in [the Act] unless the [C]ommission determines, in good faith, that the action described in [the Act] is consistent with the fiduciary responsibilities of the [C]ommission as described in [Title 9, Chapter 16 of the Code] and there are appropriated funds of the State to absorb the expenses of the [C]ommission to implement this [Act]." §9-16-55(D)(1). Accordingly, whenever the CIO is asked to consider taking action under the terms of the Act or this Policy, Staff will assist the CIO in making the determinations required to be made as described in this Section IX.

X. Reporting. Staff shall, following the close of RSIC's fiscal year, prepare a formal report to the Commission regarding actions taken pursuant to the Act. RSIC shall also publish the report. The report shall include all of the following information with respect to the previous fiscal year:

(A) The Scrutinized Companies List;
(B) A list of all Companies added to or removed from the Scrutinized Companies List;
(C) A summary of correspondence with Companies engaged by RSIC under the Act;
(D) A list of all Companies that RSIC will continue to engage concerning their Business Operations in Sudan;
(E) A summary of all Investments sold, redeemed, divested, or withdrawn under the Act; and
(F) A list of all Investments that were retained by RSIC pursuant to a determination by the CIO as set forth in Section IX.

XI. Expiration. The restrictions in the Act shall apply only until:

(A) The Government of Sudan halts the genocide in Darfur for twelve months as determined by both the Department of State and the Congress of the United States; or
(B) The United States revokes its current sanctions against Sudan.

XII. Indemnification. The Act provides that present and former board members, officers, and employees of the State Fiscal Accountability Authority, present, future, and former directors, officers, and employees of the South Carolina Public Employee Benefit Authority, the Commission, and contract investment managers retained by the Commission must be indemnified from the general fund of the State and held harmless by the State from all claims, demands, suits, actions, damages, judgments, costs, charges, and expenses, including court costs and attorney's fees, and against all liability, losses, and damages of any nature whatsoever that these present, future, or former board members, officers, employees, or contract investment managers shall or may at any time sustain by reason of any decision to restrict, reduce, or eliminate Investments pursuant to the Act.

IX. Investment Authority Delegation Policy

**Investment Authority Delegation Policy**

I. Pursuant to Section 9-16-330(B) of the 1976 Code, the Commission delegates to the Chief Investment Officer ("CIO") the final authority to invest subject to the oversight of the Chief Executive Officer ("CEO") and the requirements and limitations of this policy. The size of any one investment made pursuant to this policy is limited to the percentage of total plan assets that applies to the particular asset class to which the investment pertains as provided in Section III of this policy and subject to any other limitation the Commission may place on this authority at any given time. The value of total plan assets to which the percentage limitations apply must be the estimated total value of plan assets included in the most recent quarterly investment performance report prepared pursuant to Section 9-16-90(A). For purposes of this policy, a co-investment is considered a separate and distinct investment from an investment in a commingled fund, fund of one structure, or an amount committed to a separately managed account and is separately subject to the limitations and requirements of this policy. Individual investments made in a separately managed account or a fund of one structure are not considered separate investments for purposes of this policy and are subject in aggregate to the limitations and requirements of this policy regardless of whether some degree of discretion is retained by staff regarding individual investments to be included in the applicable account.

II. The investment process for any investment made pursuant to this policy must be substantially similar to the investment process employed prior to the adoption of this policy, but for the requirement that the Commission approve the investment prior to closing the investment and must adhere to RSIC's Due Diligence Guidelines and Policies [link to policy: http://investment/forms/Due%20Diligence%20Documents/RSIC%20New%20Investment%20Due%20Diligence%20Policy.pdf]. Notwithstanding the authority granted by this policy, an investment must be presented to the Commission for its approval if it meets any of the following criteria:

a. The investment is the initial investment in a new asset class;
b. The majority of the underlying assets comprising the investment have not been previously included in the investment portfolio;
c. The strategy to be employed by the investment manager is not substantially similar to an investment that has been previously subject to the Commission's investment due diligence process; or
d. The investment strategy, other than in publicly traded assets, has important direct connections to South Carolina residents, state policymakers, or South Carolina focused businesses, and/or a majority of the assets of the investments would be principally located in South Carolina.

III. The amount of delegation for new investments approved pursuant to this policy shall not exceed 5% of the total value of Plan assets between regularly scheduled Commission meetings. The size of an individual investment made pursuant this policy is subject to the following limitations provided for the asset class applicable to the investment:

a. Public Markets - 2% of the total value of plan assets, unless it is reasonable to believe that due to the particulars of the investment strategy that liquidating the investment would ordinarily require longer than ninety days and, in such case, the limit is 1% of the total value of plan assets, for:

i. Global Public Equity,
ii. Equity Options,
iii. Portable Alpha,
iv. Global Asset Allocation,
v. Mixed Credit,
vi. Emerging Market Debt,
vii. Other Opportunistic Strategies,
viii. Core Fixed Income, and
ix. Cash and Short Duration.

b. Publicly-Traded Real Estate - 1% of the total value of plan assets.
c. Private Markets - 75 bps of the total value of plan assets for:
   i. Private Equity,
   ii. Private Debt,
   iii. Private Real Estate,
   iv. Infrastructure, and
   v. Opportunistic Hedge Funds.

For purposes of this policy, the asset classes indicated in this section are as they are described in the Annual Investment Plan.

IV. Pursuant to Section 9-16-330(B)(2), the closing documentation of any investment made pursuant to this policy must include the CEO's certification that the investment conforms to the amount and extent of delegation provided by this policy.

V. The Commission must be informed of a proposed investment to be made pursuant to this policy no less than three days before the closing of the investment and must be provided with all applicable documentation and reports produced or relied upon by staff when making the investment recommendation including, but not limited to:

a. investment due diligence report,
b. operational due diligence report,
c. key terms sheet,
d. memorandum and/or reports from the general or specialty consultant,
e. Internal Investment Committee action summary,
f. Completeness check certification, and
g. Final draft versions of pertinent legal documents, including the Investment contract, limited partnership agreement, and/or other applicable closing documents.

VI. An investment made pursuant to this policy must be reviewed with the Commission at the next regularly scheduled Commission meeting.

VII. The CIO must provide the Commission with an updated proposed investment pipeline on a monthly basis.

VIII. The delegation of the final authority to invest pursuant to this section includes the authority to terminate an investment manager if the investment was made pursuant to this policy or the amount of capital committed to the manager by the Commission would fall within the applicable limits provided in Section III. The CIO must approve any termination of a manager made pursuant to this policy, subject to the oversight of the CEO. The CIO must provide a memorandum to the Commission summarizing his justification for terminating the manager within three days of terminating the manager. The CIO must provide a review of the termination to the Commission at the next Commission meeting.

IX. Review and History

a. The Commission will review this policy annually to ensure that it remains relevant and appropriate, or when there has been an amendment to state law relevant to any section of this policy, or a Commission approved change in the responsibilities, duties or operations of the Commission or its Committee generally, or as otherwise deemed appropriate by the Commission.
b. No provision of this policy shall apply to the extent that it is in conflict with any provision of the Code of Laws of South Carolina, 1976, as amended. In the event of such conflict, the applicable Code provision shall apply in all respects.
c. This policy was adopted by the Commission on September 28, 2017, subject to final approval by the Chair of the incorporation of certain amendments into the policy. The Chair issued final approval of the policy on October 23, 2017.

**Section X. Asset Allocation; Benchmarks; Long-Term Return Assumptions and Correlations**

**Asset Allocation for FY 2018-19 (Effective July 1, 2018)**

| Asset Class | Target Allocation | Target Ranges* | Policy Benchmark | Secondary Benchmark |
|---|---|---|---|---|
| **Rate Sensitive** | **14** | **4-24** | | |
| Cash and Short Duration | 1 | 0-7 | ICE BofA Merrill Lynch 3-Month T-Bills | |
| Core Bonds | 13 | 6-20 | Weighted Average of Underlying sub-asset class targets in Policy Portfolio | |
| *Nominal Investment Grade Bonds* | *6* | | *Bloomberg Barclays Capital U.S. Aggregate Bond Index* | |
| *Treasuries* | *5* | | | |
| *TIPS* | *2* | | *Bloomberg Barclays US Treasury Inflation Notes TR Index Value Unhedged USD* | |
| **Credit** | **15** | **10-20** | | |
| High Yield Bonds / Bank Loans[1] | 4 | 0-8 | 50% S&P LSTA Leveraged Loan Index / 50% Bloomberg Barclays Capital U.S. Corporate High Yield 2% Issuer Capped Index | |
| Private Debt[1,5] | 7 | 3-11 | S&P LSTA Leveraged Loan Index + 150 BPs on a 3-month lag | |
| Emerging Market Debt | 4 | 2-6 | 50% JP Morgan EMBI Global Diversified (USD) / 50% JP Morgan GBI-EM Global Diversified (Local) | |
| **Equities** | **51** | **31-59** | | |
| Global Public Equity[1,2] | 42 | 22-50 | Weighted Average of Underlying Regional Sub-asset Class Targets[1] in policy portfolio | MSCI All Country World Index IMI Net |
| *US Equity* [2] | *18* | | *MSCI US IMI Net* | |
| *Developed Market Equity (Non-U.S.)* [2] | *11* | | *MSCI WORLD EX US IMI Net* | |
| *Emerging Market Equity* [2] | *6* | | *MSCI Emerging IMI Net* | |
| *Equity Options* | *7* | *5-9* | *50% CBOE S&P 500 Putwrite / 50% CBOE S&P 500 Buywrite* | |
| Private Equity[1,5] | 9 | 5-13 | 80% Russell 3000 Index / 20% MSCI EAFE Index plus 300 BPs, on a 3 month lag | Cambridge Associates Peer Vintage Year |
| **Real Assets** | **12** | **7-17** | | |
| Real Estate | 9 | 5-13 | Weighted Average of Underlying sub-asset class targets in Policy Portfolio | |
| *Private Real Estate* [1,5] | *8* | | *NCREIF ODCE Net Index + 100 basis Points* | |
| *Public Real Estate (REITs)* [1] | *1* | | *FTSE NAREIT All Equity REITs Index* | |
| Infrastructure | 3 | 1-5 | Weighted Average of Underlying sub-asset class targets in Policy Portfolio | |
| *Public Infrastructure* [1] | *1* | | *Dow Jones Brookfield Global Infrastructure Index* | |
| *Private infrastructure* [1,5] | *2* | | *Dow Jones Brookfield Global Infrastructure Index* | |
| **Opportunistic** | **18** | | | |
| Global Tactical Asset Allocation | 7 | 3-11 | Total System Policy Benchmark ex-Private Markets and Portable Alpha[3] | |
| Other Opportunistic and Risk Parity | 1 | 0-3 | Total System Policy Benchmark ex-Private Markets and Portable Alpha[3] | |
| Portable Alpha Hedge Funds[4] | 10 | 0-12 | ICE BofA Merrill Lynch 3-Month T-Bills + 250BPS | 50% HFRI Macro Index / 50% HFRI FoF Conservative |

[1]The target weights to Private Equity, Private Debt, Real Estate, and Private Infrastructure will be equal to their actual flow adjusted weights, reported by the custodial bank, as of the prior month end. In the case of Private Equity, the use of the actual flow adjusted weight will affect the target allocation to Global Public Equity (excluding Equity Options). For example, in FY 18-19, the combined target weight of both of these asset classes shall equal 44% of the Plan. For Private Debt, the use of the actual flow adjusted weight will affect the target allocation to HY Bonds and Bank Loans, such that the combined target weight of both asset classes in FY 18-19 shall equal 11% of the Plan. For private market Real Estate, the use of the actual flow adjusted weight will affect the target allocation to public market Real Estate (REITs), such that the combined target weight of both asset classes in FY 18-19 shall equal 9% of the Plan. For Private Market Infrastructure, the use of the actual flow adjusted weight will affect the target allocation to public infrastructure, such that the combined target weight of both asset classes in FY 18-19 shall equal 3% of the Plan.

[2]Global Public Equity (excluding equity options) target portfolio's floating target is comprised of weighted regional underlying sub-asset class componets: 51.4% MSCI US IMI Index for U.S. Equity, 31.4% MSCI World ex-US IMI Index for Developed Market Equity (non-U.S.), and 17.1% MSCI Emerging Markets IMI Index for Emerging Market Equity

[3]Floating Targets between public and private markets do not apply to Opportunistic Benchmark. Weights are fixed at long term policy targets.

[4]Portable Alpha Hedge Funds are included in the Opportunistic target allocation and the Policy benchmark, and reported as gross exposure used as collateral supporting the Overlay program and nets to zero when calculating the total Plan

[5]Staff and Consultant will notify the Commission if Private Markets assets exceed 25 percent of total assets.

*Note: Target Ranges went into effect on April 12, 2018.

# Meketa Investment Group 2018 Annual Asset Study
## Twenty-Year Annualized Return and Volatility Expectations for Major Asset Classes

| Asset Class | Annualized Compounded Return (%) | Annualized Average Return (%) | Annualized Standard Deviation (%) |
|---|---|---|---|
| **Rate Sensitive** | | | |
| Cash Equivalents | 2.9 | 2.9 | 1.0 |
| Investment Grade Bonds | 3.6 | 3.7 | 4.0 |
| Intermediate Government Bonds | 2.7 | 2.8 | 3.5 |
| Long-term Government Bonds | 3.5 | 4.3 | 13.0 |
| TIPS | 3.3 | 3.6 | 7.5 |
| **Credit** | | | |
| High Yield Bonds | 6.4 | 6.2 | 12.5 |
| Bank Loans | 5.0 | 5.5 | 10.0 |
| Emerging Market Bonds (major; unhedged) | 4.9 | 5.6 | 11.5 |
| Emerging Market Bonds (local; unhedged) | 5.4 | 6.5 | 14.5 |
| Private Credit | 6.7 | 8.2 | 17.0 |
| **Equities** | | | |
| Public U.S. Equity | 7.3 | 8.9 | 18.0 |
| Public Developed Market Equity | 7.1 | 9.1 | 20.0 |
| Public Emerging Market Equity | 9.4 | 12.5 | 25.0 |
| Global Equities | 7.5 | 9.4 | 19.0 |
| Private Equity | 9.3 | 12.9 | 27.0 |
| **Real Assets** | | | |
| REITs | 6.8 | 10.9 | 28.5 |
| Core Private Real Estate | 5.5 | 6.2 | 12.0 |
| Value Added Real Estate | 6.9 | 8.7 | 19.0 |
| Opportunistic Real Estate | 8.5 | 11.6 | 25.0 |
| Natural Resources (Private) | 8.8 | 11.4 | 23.0 |
| Commodities | 4.6 | 6.2 | 18.0 |
| Infrastructure (Core) | 6.6 | 7.7 | 15.0 |
| Infrastructure (Non-Core) | 8.5 | 11.1 | 23.0 |
| **Other** | | | |
| Hedge Funds | 5.2 | 5.5 | 8.5 |

# Meketa Investment Group 2018 Annual Asset Study: Correlation Expectations

| | TIPS | Investment Grade Bonds | High Yield Bonds | U.S. Equity | Developed Market Equity | Emerging Market Equity | Private Equity | Real Estate | Natural Resources (private) | Commodities | Core Infrastructure (private) | Hedge Funds |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| TIPS | 1.00 | | | | | | | | | | | |
| Investment Grade Bonds | 0.80 | 1.00 | | | | | | | | | | |
| High Yield Bonds | 0.30 | 0.20 | 1.00 | | | | | | | | | |
| U.S. Equity | 0.00 | 0.05 | 0.70 | 1.00 | | | | | | | | |
| Developed Market Equity | 0.15 | 0.05 | 0.70 | 0.90 | 1.00 | | | | | | | |
| Emerging Market Equity | 0.15 | 0.05 | 0.70 | 0.80 | 0.90 | 1.00 | | | | | | |
| Private Equity | 0.05 | 0.05 | 0.65 | 0.85 | 0.80 | 0.75 | 1.00 | | | | | |
| Real Estate | 0.10 | 0.20 | 0.50 | 0.50 | 0.45 | 0.40 | 0.45 | 1.00 | | | | |
| Natural Resources (private) | 0.10 | 0.10 | 0.45 | 0.65 | 0.60 | 0.60 | 0.55 | 0.45 | 1.00 | | | |
| Commodities | 0.35 | 0.05 | 0.40 | 0.35 | 0.55 | 0.60 | 0.30 | 0.15 | 0.65 | 1.00 | | |
| Core Infrastructure (private) | 0.30 | 0.30 | 0.60 | 0.55 | 0.55 | 0.50 | 0.45 | 0.60 | 0.60 | 0.40 | 1.00 | |
| Hedge Funds | 0.20 | 0.05 | 0.70 | 0.80 | 0.85 | 0.85 | 0.65 | 0.45 | 0.65 | 0.35 | 0.60 | 1.00 |